

SAUL CENTERS INC  
Form 10-Q  
November 01, 2018  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
For The Quarterly Period Ended September 30, 2018  
Commission File Number 1-12254

SAUL CENTERS, INC.  
(Exact name of registrant as specified in its charter)  
Maryland 52-1833074  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)  
7501 Wisconsin Avenue, Bethesda, Maryland 20814  
(Address of principal executive office) (Zip Code)  
Registrant's telephone number, including area code (301) 986-6200

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days. YES  
x NO o

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES x NO o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x Accelerated filer o

Non-accelerated filer o Smaller reporting company o

Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
YES o NO x

Number of shares of common stock, par value \$0.01 per share outstanding as of October 31, 2018: 22.6 million.



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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## CONSOLIDATED BALANCE SHEETS

(Unaudited)

(Dollars in thousands, except per share amounts)	September 30, 2018	December 31, 2017
Assets		
Real estate investments		
Land	\$ 484,428	\$ 450,256
Buildings and equipment	1,268,120	1,261,830
Construction in progress	161,625	91,114
	1,914,173	1,803,200
Accumulated depreciation	(516,568)	(488,166)
	1,397,605	1,315,034
Cash and cash equivalents		
Accounts receivable and accrued income, net	9,771	10,908
Deferred leasing costs, net	55,541	54,057
Prepaid expenses, net	28,057	27,255
Other assets	9,015	5,248
Total assets	6,149	9,950
	\$ 1,506,138	\$ 1,422,452
Liabilities		
Notes payable	\$ 861,897	\$ 897,888
Revolving credit facility payable	75,200	60,734
Term loan facility payable	74,568	—
Construction loan payable	1,247	—
Dividends and distributions payable	18,722	18,520
Accounts payable, accrued expenses and other liabilities	31,958	23,123
Deferred income	25,747	29,084
Total liabilities	1,089,339	1,029,349
Equity		
Preferred stock, 1,000,000 shares authorized:		
Series C Cumulative Redeemable, 42,000 and 72,000 shares issued and outstanding, respectively	105,000	180,000
Series D Cumulative Redeemable, 30,000 and 0 shares issued and outstanding, respectively	75,000	—
Common stock, \$0.01 par value, 40,000,000 shares authorized, 22,512,320 and 22,123,128 shares issued and outstanding, respectively	225	221
Additional paid-in capital	373,036	352,590
Distributions in excess of accumulated earnings	(205,872)	(197,710)
Accumulated other comprehensive loss	(156)	(696)
Total Saul Centers, Inc. equity	347,233	334,405
Noncontrolling interest	69,566	58,698
Total equity	416,799	393,103
Total liabilities and equity	\$ 1,506,138	\$ 1,422,452

The Notes to Financial Statements are an integral part of these statements.



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Saul Centers, Inc.

CONSOLIDATED STATEMENTS OF OPERATIONS  
(Unaudited)

(Dollars in thousands, except per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Property revenue				
Base rent	\$46,189	\$45,385	\$137,999	\$135,436
Expense recoveries	9,209	9,447	26,582	26,378
Percentage rent	119	67	786	968
Other	1,494	1,329	4,263	7,797
Total property revenue	57,011	56,228	169,630	170,579
Property expenses				
Property operating expenses	6,910	7,418	20,766	20,543
Provision for credit losses	101	52	530	602
Real estate taxes	6,937	6,834	20,559	20,124
Total property expenses	13,948	14,304	41,855	41,269
Property operating income	43,063	41,924	127,775	129,310
Other revenue	48	9	218	31
Other expenses				
Interest expense and amortization of deferred debt costs	11,022	11,821	33,786	35,585
Depreciation and amortization of deferred leasing costs	11,256	11,363	33,956	34,396
General and administrative	4,141	4,363	13,208	13,178
Total other expenses	26,419	27,547	80,950	83,159
Operating income	16,692	14,386	47,043	46,182
Change in fair value of derivatives	10	(1)	(2)	(2)
Gain on sale of property	—	—	509	—
Net Income	16,702	14,385	47,550	46,180
Noncontrolling interests				
Income attributable to noncontrolling interests	(3,547)	(2,902)	(9,265)	(9,483)
Net income attributable to Saul Centers, Inc.	13,155	11,483	38,285	36,697
Extinguishment of issuance costs upon redemption of preferred shares	—	—	(2,328)	—
Preferred stock dividends	(2,953)	(3,093)	(9,309)	(9,281)
Net income available to common stockholders	\$10,202	\$8,390	\$26,648	\$27,416
Per share net income available to common stockholders				
Basic and diluted	\$0.45	\$0.38	\$1.19	\$1.25
Dividends declared per common share outstanding	\$0.52	\$0.51	\$1.56	\$1.53

The Notes to Financial Statements are an integral part of these statements.

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Saul Centers, Inc.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

	Three Months		Nine Months	
	Ended September		Ended September	
	30,	30,	30,	30,
(Dollars in thousands)	2018	2017	2018	2017
Net income	\$16,702	\$14,385	\$47,550	\$46,180
Other comprehensive income				
Change in unrealized loss on cash flow hedge	173	171	727	503
Total comprehensive income	16,875	14,556	48,277	46,683
Comprehensive income attributable to noncontrolling interests	(3,592 )	(2,946 )	(9,453 )	(9,612 )
Total comprehensive income attributable to Saul Centers, Inc.	13,283	11,610	38,824	37,071
Extinguishment of issuance costs upon redemption of preferred shares	—	—	(2,328 )	—
Preferred stock dividends	(2,953 )	(3,093 )	(9,309 )	(9,281 )
Total comprehensive income available to common stockholders	\$10,330	\$8,517	\$27,187	\$27,790

The Notes to Financial Statements are an integral part of these statements.

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Saul Centers, Inc.

## CONSOLIDATED STATEMENT OF EQUITY

(Unaudited)

(Dollars in thousands, except per share amounts)	Preferred Stock	Common Stock	Additional Paid-in Capital	Distributions in Excess of Accumulated Earnings	Accumulated Other Comprehensive (Loss)	Total Saul Centers, Inc.	Noncontrolling Interest	Total
Balance, December 31, 2017	\$ 180,000	\$ 221	\$ 352,590	\$(197,710 )	\$ (696 )	\$ 334,405	\$ 58,698	\$ 393,103
Issuance of 30,000 shares of Series D Cumulative preferred stock	75,000	—	(2,631 )	—	—	72,369	—	72,369
Redemption of 30,000 shares of Series C Cumulative preferred stock	(75,000 )	—	2,311	(2,328 )	—	(75,017 )	—	(75,017 )
Issuance of common stock:								
356,452 shares pursuant to dividend reinvestment plan	—	4	18,139	—	—	18,143	—	18,143
32,740 shares due to exercise of employee stock options, director share grant and issuance of directors' deferred shares	—	—	2,627	—	—	2,627	—	2,627
Issuance of 270,246 partnership units	—	—	—	—	—	—	13,475	13,475
Net income	—	—	—	38,285	—	38,285	9,265	47,550
Change in unrealized loss on cash flow hedge	—	—	—	—	540	540	187	727
Preferred stock distributions:								
Series C	—	—	—	(4,340 )	—	(4,340 )	—	(4,340 )
Series D	—	—	—	(2,016 )	—	(2,016 )	—	(2,016 )
Common stock distributions	—	—	—	(23,135 )	—	(23,135 )	(7,997 )	(31,132 )
Distributions payable on Series C preferred stock (\$42.97/share)	—	—	—	(1,805 )	—	(1,805 )	—	(1,805 )
Distributions payable on Series D preferred stock (\$38.28/share)	—	—	—	(1,148 )	—	(1,148 )	—	(1,148 )
Distributions payable common stock (\$0.52/share) and distributions payable	—	—	—	(11,675 )	—	(11,675 )	(4,062 )	(15,737 )



partnership units

(\$0.52/unit)

Balance, September 30, 2018 \$ 180,000 \$ 225 \$ 373,036 \$ (205,872 ) \$ (156 ) \$ 347,233 \$ 69,566 \$ 416,799

The Notes to Financial Statements are an integral part of these statements.

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Saul Centers, Inc.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Nine months ended September 30,	
	2018	2017
(Dollars in thousands)		
Cash flows from operating activities:		
Net income	\$47,550	\$46,180
Adjustments to reconcile net income to net cash provided by operating activities:		
Change in fair value of derivatives	2	2
Gain on sale of property	(509 )	—
Depreciation and amortization of deferred leasing costs	33,956	34,396
Amortization of deferred debt costs	1,224	1,043
Compensation costs of stock grants and options	1,434	1,349
Provision for credit losses	530	602
Increase in accounts receivable and accrued income	(1,846 )	(2,901 )
Additions to deferred leasing costs	(4,195 )	(3,654 )
Increase in prepaid expenses	(3,767 )	(3,947 )
(Increase) decrease in other assets	1,171	(817 )
Increase in accounts payable, accrued expenses and other liabilities	2,681	2,991
Decrease in deferred income	(3,358 )	(801 )
Net cash provided by operating activities	74,873	74,443
Cash flows from investing activities:		
Acquisitions of real estate investments (1)	(36,346 )	(79,499 )
Additions to real estate investments	(6,586 )	(12,389 )
Additions to development and redevelopment projects	(54,693 )	(14,286 )
Repayment of note receivable	1,326	—
Proceeds from sale of property (2)	—	6,688
Net cash used in investing activities	(96,299 )	(99,486 )
Cash flows from financing activities:		
Proceeds from notes payable	—	40,000
Repayments on notes payable	(36,577 )	(20,303 )
Proceeds from term loan facility	75,000	—
Proceeds from revolving credit facility	102,000	55,000
Repayments on revolving credit facility	(86,000 )	(15,000 )
Proceeds from construction loan	2,949	1,437
Additions to deferred debt costs	(2,493 )	(2,069 )
Proceeds from the issuance of:		
Common stock	19,336	15,303
Partnership units (1)	4,699	5,798
Series D preferred stock	72,369	—
Series C preferred stock redemption payment	(75,000 )	—
Preferred stock redemption costs	(13 )	—
Distributions to:		
Series C preferred stockholders	(7,433 )	(9,281 )
Series D preferred stockholders	(2,016 )	—
Common stockholders	(34,613 )	(33,350 )
Noncontrolling interests	(11,919 )	(11,429 )
Net cash provided by financing activities	20,289	26,106

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Net increase (decrease) in cash and cash equivalents	(1,137 )	1,063
Cash and cash equivalents, beginning of period	10,908	8,322
Cash and cash equivalents, end of period	\$9,771	\$9,385
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$32,697	\$34,394
Increase in accrued real estate investments and development costs	\$6,880	\$992

(1) The 2018 acquisition of real estate and proceeds from the issuance of partnership units each excludes \$8,776 in connection with the acquisition of Ashbrook Marketplace in exchange for limited partnership units.

(2) Proceeds from sale of property excludes \$1,275 of seller financing in connection with the sale of the Company's Great Eastern property.

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## Notes to Consolidated Financial Statements (Unaudited)

## 1. Organization, Formation and Structure

Saul Centers, Inc. (“Saul Centers”) was incorporated under the Maryland General Corporation Law on June 10, 1993, and operates as a real estate investment trust (a “REIT”) under the Internal Revenue Code of 1986, as amended (the “Code”). The Company is required to annually distribute at least 90% of its REIT taxable income (excluding net capital gains) to its stockholders and meet certain organizational and other requirements. Saul Centers has made and intends to continue to make regular quarterly distributions to its stockholders. Saul Centers, together with its wholly-owned subsidiaries and the limited partnerships of which Saul Centers or one of its subsidiaries is the sole general partner, are referred to collectively as the “Company.” B. Francis Saul II serves as Chairman of the Board of Directors and Chief Executive Officer of Saul Centers.

Saul Centers was formed to continue and expand the shopping center business previously owned and conducted by the B. F. Saul Real Estate Investment Trust (the “Trust”), the B. F. Saul Company and certain other affiliated entities, each of which is controlled by B. Francis Saul II and his family members (collectively, the “Saul Organization”). On August 26, 1993, members of the Saul Organization transferred to Saul Holdings Limited Partnership, a newly formed Maryland limited partnership (the “Operating Partnership”), and two newly formed subsidiary limited partnerships (the “Subsidiary Partnerships,” and, collectively with the Operating Partnership, the “Partnerships”), shopping center and mixed-use properties and the management functions related to the transferred properties. Since its formation, the Company has developed and purchased additional properties.

The following table lists the significant properties acquired, in development and disposed since December 31, 2016.

Name of Property	Location	Type	Year of Acquisition/ Development/Disposition
Acquisitions			
Burtonsville Town Square	Burtonsville, MD	Shopping Center	2017
7316 Wisconsin Avenue	Bethesda, MD	Mixed-Use	2018
Developments			
750 N. Glebe Road	Arlington, VA	Mixed-Use	2017 - 2018
Ashbrook Marketplace	Ashburn, VA	Shopping Center	2018
Dispositions			
Great Eastern	District Heights, MD	Shopping Center	2017

As of September 30, 2018, the Company’s properties (the “Current Portfolio Properties”) consisted of 49 shopping center properties (the “Shopping Centers”), seven mixed-use properties, which are comprised of office, retail and multi-family residential uses (the “Mixed-Use Properties”) and four (non-operating) development properties.

## 2. Summary of Significant Accounting Policies

## Nature of Operations

The Company, which conducts all of its activities through its subsidiaries, the Operating Partnership and Subsidiary Partnerships, engages in the ownership, operation, management, leasing, acquisition, renovation, expansion, development and financing of community and neighborhood shopping centers and mixed-use properties, primarily in the Washington, DC/Baltimore metropolitan area.

Because the properties are located primarily in the Washington, DC/Baltimore metropolitan area, the Company is subject to a concentration of credit risk related to these properties. A majority of the Shopping Centers are anchored by one or more major tenants. As of September 30, 2018, 32 of the Shopping Centers were anchored by a grocery store and offer primarily day-to-day necessities and services. Two tenants individually accounted for 2.5% or more of the Company’s total revenue for the nine months ended September 30, 2018. Giant Food, a tenant at ten Shopping Centers, and Capital One, a tenant at 18 properties, individually accounted for 4.8% and 2.7%, respectively, of the Company’s total revenue for the nine months ended September 30, 2018.



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Notes to Consolidated Financial Statements (Unaudited)

Principles of Consolidation

The accompanying consolidated financial statements of the Company include the accounts of Saul Centers and its subsidiaries, including the Operating Partnership and Subsidiary Partnerships, which are majority owned by Saul Centers. Substantially all assets and liabilities of the Company as of September 30, 2018 and December 31, 2017, are comprised of the assets and liabilities of the Operating Partnership. The debt arrangements which are subject to recourse are described in Note 5. All significant intercompany balances and transactions have been eliminated in consolidation.

The Operating Partnership is a variable interest entity ("VIE") because the limited partners do not have substantive kick-out or participating rights. The Company is the primary beneficiary of the Operating Partnership because it has the power to direct its activities and the rights to absorb 74.1% of its net income. Because the Operating Partnership was previously consolidated into the financial statements of the Company, classification of it as a VIE had no impact on the consolidated financial statements of the Company.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments necessary for the fair presentation of the financial position and results of operations of Saul Centers, Inc. for the interim periods have been included. All such adjustments are of a normal recurring nature. These consolidated financial statements and the accompanying notes should be read in conjunction with the audited consolidated financial statements of Saul Centers, Inc. for the year ended December 31, 2017, which are included in its Annual Report on Form 10-K. The results of operations for interim periods are not necessarily indicative of results to be expected for the year.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Accounts Receivable, Accrued Income and Allowance for Doubtful Accounts

Accounts receivable primarily represent amounts currently due from tenants in accordance with the terms of their respective leases. Receivables are reviewed monthly and reserves are established with a charge to current period operations when, in the opinion of management, collection of the receivable is doubtful. Accounts receivable in the accompanying financial statements are shown net of an allowance for doubtful accounts of approximately \$0.6 million and \$0.4 million at September 30, 2018 and December 31, 2017, respectively.

In addition to rents due currently, accounts receivable includes approximately \$43.6 million and \$44.1 million, at September 30, 2018 and December 31, 2017, respectively, net of allowance for doubtful accounts totaling \$0.2 million and \$0.2 million, respectively, representing minimum rental income accrued on a straight-line basis to be paid by tenants over the remaining term of their respective leases.

Assets Held for Sale

The Company considers properties to be assets held for sale when all of the following criteria are met:

- management commits to a plan to sell a property;
- it is unlikely that the disposal plan will be significantly modified or discontinued;
- the property is available for immediate sale in its present condition;
- actions required to complete the sale of the property have been initiated;
- sale of the property is probable and the Company expects the completed sale will occur within one year; and
- the property is actively being marketed for sale at a price that is reasonable given its current market value.



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## Notes to Consolidated Financial Statements (Unaudited)

The Company must make a determination as to the point in time that it is probable that a sale will be consummated, which generally occurs when an executed sales contract has no contingencies and the prospective buyer has significant funds at risk to ensure performance. Upon designation as an asset held for sale, the Company records the carrying value of each property at the lower of its carrying value or its estimated fair value, less estimated costs to sell, and ceases depreciation. As of September 30, 2018, the Company had no assets designated as held-for-sale.

**Cash and Cash Equivalents**

Cash and cash equivalents include short-term investments. Short-term investments include money market accounts and other investments which generally mature within three months, measured from the acquisition date, and/or are readily convertible to cash.

**Construction In Progress**

Construction in progress includes land, preconstruction and development costs of active projects. Preconstruction costs include legal, zoning and permitting costs and other project carrying costs incurred prior to the commencement of construction. Development costs include direct construction costs and indirect costs incurred subsequent to the start of construction such as architectural, engineering, construction management and carrying costs consisting of interest, real estate taxes and insurance. Construction in progress as of September 30, 2018 and December 31, 2017, is composed of the following:

(in thousands)	September 30, 2018	December 31, 2017
Glebe Road	\$ 136,766	\$ 83,462
Ashbrook Marketplace	10,016	—
Other	14,843	7,652
Total	\$ 161,625	\$ 91,114

**Deferred Debt Costs**

Deferred debt costs consist of fees and costs incurred to obtain long-term financing, construction financing and the credit facility. These fees and costs are being amortized on a straight-line basis over the terms of the respective loans or agreements, which approximates the effective interest method. Deferred debt costs totaled \$10.0 million and \$6.9 million, net of accumulated amortization of \$7.6 million and \$8.2 million, at September 30, 2018 and December 31, 2017, respectively, and are reflected as a reduction of the related debt in the Consolidated Balance Sheets. At December 31, 2017, deferred debt costs totaling \$1.8 million, related to the Glebe Road construction loan, which had no outstanding balance, are included in Other Assets in the Consolidated Balance Sheets.

**Deferred Income**

Deferred income consists of payments received from tenants prior to the time they are earned and recognized by the Company as revenue, including tenant prepayment of rent for future periods, real estate taxes when the taxing jurisdiction has a fiscal year differing from the calendar year, reimbursements specified in the lease agreement and tenant construction work provided by the Company. In addition, deferred income includes the fair value of certain below market leases.

**Deferred Leasing Costs**

Deferred leasing costs consist of commissions paid to third-party leasing agents, internal costs such as employee compensation and payroll-related fringe benefits directly related to time spent performing leasing-related activities for successful commercial leases, amounts attributed to in-place leases associated with acquired properties and lease inducement costs. Leasing related activities include evaluating the prospective tenant's financial condition, evaluating and recording guarantees, collateral and other security arrangements, negotiating lease terms, preparing lease documents and closing the transaction. Unamortized deferred leasing costs are charged to expense if the applicable lease is terminated prior to expiration of the initial lease term. Deferred leasing costs are amortized over the term of the lease or remaining term of acquired leases. Collectively, deferred leasing costs totaled \$28.1 million and \$27.3 million, net of accumulated amortization of \$36.1 million and \$35.3 million, as of September 30, 2018 and December 31, 2017, respectively. Amortization expense, included in depreciation and amortization of deferred leasing



costs in the consolidated statements of operations, totaled \$4.3 million and \$4.1 million for the nine months ended September 30, 2018 and 2017, respectively.

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Notes to Consolidated Financial Statements (Unaudited)

Derivative Financial Instruments

The Company may, when appropriate, employ derivative instruments, such as interest-rate swaps, to mitigate the risk of interest rate fluctuations. The Company does not enter into derivative or other financial instruments for trading or speculative purposes. Derivative financial instruments are carried at fair value as either assets or liabilities in the Consolidated Balance Sheets. For those derivative instruments that qualify and are designated as hedging instruments, the Company designates the hedging instrument, based upon the exposure being hedged, as a fair value hedge or a cash flow hedge. For those derivative instruments that qualify and are designated as hedging instruments, the effective portion of the gain or loss on the hedge instruments is reported as a component of accumulated other comprehensive income (loss) and recognized in earnings within the same line item associated with the forecasted transaction in the same period or periods during which the hedged transaction affects earnings. Any ineffective portion of the change in fair value of a derivative instrument is immediately recognized in earnings. For derivative instruments that do not qualify, or that qualify and are not designated, as hedging instruments, changes in fair value are immediately recognized in earnings.

Derivative financial instruments expose us to credit risk in the event of non-performance by the counterparties under the terms of the derivative instrument. The Company minimizes its credit risk on these transactions by dealing with major, creditworthy financial institutions as determined by management, and therefore, it believes that the likelihood of realizing losses from counterparty non-performance is remote.

Income Taxes

The Company made an election to be treated, and intends to continue operating so as to qualify, as a REIT under the Code, commencing with its taxable year ended December 31, 1993. A REIT generally will not be subject to federal income taxation, provided that distributions to its stockholders equal or exceed its REIT taxable income and it complies with certain other requirements. Therefore, no provision has been made for federal income taxes in the accompanying consolidated financial statements.

Legal Contingencies

The Company is subject to various legal proceedings and claims that arise in the ordinary course of business, which are generally covered by insurance. While the resolution of these matters cannot be predicted with certainty, the Company believes the final outcome of such matters will not have a material adverse effect on its financial position or results of operations. Upon determination that a loss is probable to occur and can be reasonably estimated, the estimated amount of the loss is recorded in the financial statements. Both the amount of the loss and the point at which its occurrence is considered probable can be difficult to determine.

Postemployment Benefits

From time to time, the Company may enter into an arrangement with an employee at the time of the employee's separation from service whereby the employee will receive certain payments in exchange for certain releases, covenants not to compete, or other promises. If no future services are required in order for the employee to receive the payments, the Company estimates the amount of payments to be made over the life of the arrangement and records that amount as an expense as of the date of the arrangement with a corresponding liability representing the amount to be paid in the future.

Predevelopment Expenses

Predevelopment expenses represent certain costs incurred by the Company in connection with active development and redevelopment projects and include, for example, costs related to the early termination of tenant leases and demolition of existing structures.

Real Estate Investment Properties

The Company purchases real estate investment properties from time to time and records assets acquired and liabilities assumed, including land, buildings, and intangibles related to in-place leases and customer relationships, based on their relative fair values. The fair value of buildings generally is determined as if the buildings were vacant upon acquisition and subsequently leased at market rental rates and considers the present value of all cash flows expected to

be generated by the property including an initial lease up period. From time to time the Company may purchase a property for future development purposes. The Company determines the fair value of above and below market intangibles associated with in-place leases by assessing the net effective rent and remaining term of the lease relative to market terms for similar leases at acquisition taking into consideration the remaining contractual lease period, renewal periods, and the likelihood of the tenant exercising its

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## Notes to Consolidated Financial Statements (Unaudited)

renewal options. The fair value of below market lease intangibles is recorded as deferred income and accreted as additional revenue over the remaining contractual lease period and any renewal option periods included in the valuation analysis. The fair value of above market lease intangibles is recorded as a deferred asset and amortized as a reduction of revenue over the remaining contractual lease term. The Company determines the fair value of at-market in-place leases considering the cost of acquiring similar leases, the foregone rents associated with the lease-up period and carrying costs associated with the lease-up period. Intangible assets associated with at-market in-place leases are amortized as additional expense over the remaining contractual lease term. To the extent customer relationship intangibles are present in an acquisition, the fair values of the intangibles are amortized over the lives of the customer relationships. The Company has never recorded a customer relationship intangible asset. Effective with the adoption of ASU 2017-01 in January 2017, acquisition-related transaction costs are generally capitalized to the basis of the acquired asset.

If there is an event or change in circumstance that indicates a potential impairment in the value of a real estate investment property, the Company prepares an analysis to determine whether the carrying value of the real estate investment property exceeds its estimated fair value. The Company considers both quantitative and qualitative factors including recurring operating losses, significant decreases in occupancy, and significant adverse changes in legal factors and business climate. If impairment indicators are present, the Company compares the projected cash flows of the property over its remaining useful life, on an undiscounted basis, to the carrying value of that property. The Company assesses its undiscounted projected cash flows based upon estimated capitalization rates, historic operating results and market conditions that may affect the property. If the carrying value is greater than the undiscounted projected cash flows, the Company would recognize an impairment loss equivalent to an amount required to adjust the carrying amount to its then estimated fair value. The value of any property is sensitive to the actual results of any of the aforementioned estimated factors, either individually or taken as a whole. Should the actual results differ from management's projections, the valuation could be negatively or positively affected. The Company did not recognize an impairment loss on any of its real estate during the nine months ended September 30, 2018 and 2017.

Interest, real estate taxes, development-related salary costs and other carrying costs are capitalized on projects under development and construction. Upon substantial completion of construction and the placement of the assets into service, rental income, real estate tax expense, property operating expenses (consisting of payroll, repairs and maintenance, utilities, insurance and other property related expenses) and depreciation are included in current operations and capitalization of interest ceases. Property operating expenses are charged to operations as incurred. Interest capitalized totaled \$4.3 million and \$2.5 million for the nine months ended September 30, 2018 and 2017, respectively. Commercial development projects are considered substantially complete and available for occupancy upon completion of tenant improvements, but no later than one year from the cessation of major construction activity. Multi-family residential development projects are considered substantially complete and available for occupancy upon receipt of the certificate of occupancy from the appropriate licensing authority. Substantially completed portions of a project are accounted for as separate projects.

Depreciation is calculated using the straight-line method and estimated useful lives of generally between 35 and 50 years for base buildings, or a shorter period if management determines that the building has a shorter useful life, and up to 20 years for certain other improvements that extend the useful lives. Leasehold improvement expenditures are capitalized when certain criteria are met, including when the Company supervises construction and will own the improvements. Tenant improvements are amortized, over the shorter of the lives of the related leases or the useful life of the improvements, using the straight-line method. Depreciation expense in the Consolidated Statements of Operations totaled \$29.7 million and \$30.3 million for the nine months ended September 30, 2018 and 2017, respectively. Repairs and maintenance expense totaled \$8.7 million and \$8.5 million for the nine months ended September 30, 2018 and 2017, respectively, and is included in property operating expenses in the Consolidated Statements of Operations.

Revenue Recognition

Rental and interest income are accrued as earned. Recognition of rental income commences when control of the space has been given to the tenant. When rental payments due under leases vary from a straight-line basis because of free rent periods or scheduled rent increases, income is recognized on a straight-line basis. Expense recoveries represent a portion of property operating expenses billed to tenants, including common area maintenance, real estate taxes and other recoverable costs, and are recognized in the period in which the expenses are incurred. Rental income based on a tenant's revenue ("percentage rent") is accrued when a tenant reports sales that exceed a breakpoint specified in the lease agreement.

Stock-based Employee Compensation, Stock Plan and Deferred Compensation Plan for Directors

The Company uses the fair value method to value and account for employee stock options. The fair value of options granted is determined at the time of each award using the Black-Scholes model, a widely used method for valuing stock-based employee compensation, and the following assumptions: (1) Expected Volatility determined using the most recent trading

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## Notes to Consolidated Financial Statements (Unaudited)

history of the Company's common stock (month-end closing prices) corresponding to the average expected term of the options; (2) Average Expected Term of the options is based on prior exercise history, scheduled vesting and the expiration date; (3) Expected Dividend Yield determined by management after considering the Company's current and historic dividend yield rates, the Company's yield in relation to other retail REITs and the Company's market yield at the grant date; and (4) a Risk-free Interest Rate based upon the market yields of US Treasury obligations with maturities corresponding to the average expected term of the options at the grant date. The Company amortizes the value of options granted ratably over the vesting period and includes the amounts as compensation expense in general and administrative expenses.

The Company has a stock plan, which was originally approved in 2004, amended in 2008 and 2013 and which expires in 2023, for the purpose of attracting and retaining executive officers, directors and other key personnel (the "Stock Plan"). Pursuant to the Stock Plan, the Compensation Committee established a Deferred Compensation Plan for Directors for the benefit of its directors and their beneficiaries, which replaced a previous Deferred Compensation and Stock Plan for Directors. A director may make an annual election to defer all or part of his or her director's fees and has the option to have the fees paid in cash, in shares of common stock or in a combination of cash and shares of common stock upon separation from the Board. If the director elects to have fees paid in stock, fees earned during a calendar quarter are aggregated and divided by the closing market price of the Company's common stock on the first trading day of the following quarter to determine the number of shares to be credited to the director. During the nine months ended September 30, 2018, 6,686 shares were credited to director's deferred fee accounts and 77,464 shares were issued. As of September 30, 2018, the director's deferred fee accounts comprise 113,040 shares.

The Compensation Committee has also approved an annual award of shares of the Company's common stock as additional compensation to each director serving on the Board of Directors as of the record date for the Annual Meeting of Stockholders. The shares are awarded as of each Annual Meeting of Stockholders, and their issuance may not be deferred.

Noncontrolling Interests

Saul Centers is the sole general partner of the Operating Partnership, owning a 74.1% common interest as of September 30, 2018. Noncontrolling interests in the Operating Partnership is comprised of limited partnership units owned by the Saul Organization. Noncontrolling interests reflected on the accompanying consolidated balance sheets is increased for earnings attributable to limited partnership interests and distributions reinvested in additional units, and is decreased for limited partner distributions. Noncontrolling interests reflected on the consolidated statements of operations represents earnings attributable to limited partnership interests.

Per Share Data

Per share data for net income (basic and diluted) is computed using weighted average shares of common stock. Convertible limited partnership units and employee stock options are the Company's potentially dilutive securities. For all periods presented, the convertible limited partnership units are non-dilutive. The following table sets forth, for the indicated periods, weighted averages of the number of common shares outstanding, basic and dilutive, the effect of dilutive options and the number of options which are not dilutive because the average price of the Company's common stock was less than the exercise prices. The treasury stock method was used to measure the effect of the dilution.

	Three months ended		Nine months ended	
	September 30,		September 30,	
(In thousands)	2018	2017	2018	2017
Weighted average common stock outstanding-Basic	22,432	21,942	22,290	21,844
Effect of dilutive options	69	86	46	105
Weighted average common stock outstanding-Diluted	22,501	22,028	22,336	21,949
Non-dilutive options	443	—	508	—
Years non-dilutive options were issued	2016	—	2015,	—
	and		2016	

2017                      and  
   2017

Recently Issued Accounting Standards

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09 titled “Revenue from Contracts with Customers” and subsequently issued several related ASUs (collectively “ASU 2014-09”). ASU 2014-09 replaces most existing revenue recognition guidance and requires an entity to recognize the amount of revenue which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 is

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Notes to Consolidated Financial Statements (Unaudited)

effective for annual periods beginning after December 15, 2017, and interim periods within those years and must be applied retrospectively by either restating prior periods or by recognizing the cumulative effect as of the date of first application. The Company adopted ASU 2014-09 effective January 1, 2018, using the modified retrospective approach. The adoption of ASU 2014-09 did not have an impact on the consolidated financial statements because the majority of the Company's revenue consists of lease-related income from leasing arrangements, which is specifically excluded from ASU 2014-09. Other revenues, as a whole, are immaterial to total revenues. There was no change to previously reported amounts as a result of the adoption of ASU 2014-09.

In February 2016, the FASB issued ASU 2016-02, "Leases" ("ASU 2016-02"). ASU 2016-02 amends the existing accounting standards for lease accounting, including requiring lessees to recognize most leases on their balance sheets and making targeted changes to lessor accounting. ASU 2016-02 is effective for annual periods beginning after December 15, 2018, interim periods within those years, and requires a modified retrospective transition approach for all leases existing at the date of initial application, with an option to use certain practical expedients for those existing leases. Upon adoption of ASU 2016-02 effective January 1, 2019, we anticipate election of the practical expedient with respect to cost recoveries. We anticipate that the accounting for initial direct costs will impact the amount of those costs that are charged to expense and we continue to evaluate the impact on our consolidated financial statements and related disclosures.

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments-Credit Losses" ("ASU 2016-13"). ASU 2016-13 replaces the incurred loss impairment methodology with a methodology that reflects expected credit losses and requires consideration of a broader range of information to support credit loss estimates. ASU 2016-13 is effective for annual periods beginning after December 15, 2019, including interim periods within those years. We are evaluating the impact that ASU 2016-13 will have on our consolidated financial statements and related disclosures.

Reclassifications

Certain reclassifications have been made to the prior year financial statements to conform to the presentation used for the nine months ended September 30, 2018.

3. Real Estate Transactions

Acquisitions

Burtonsville Town Square

In January 2017, the Company purchased for \$76.4 million, including acquisition costs, Burtonsville Town Square located in Burtonsville, Maryland. The purchase was funded by a new \$40.0 million mortgage loan and the revolving credit facility.

Olney Shopping Center

In March 2017, the Company purchased for \$3.1 million, including acquisition costs, the land underlying Olney Shopping Center. The land was previously leased by the Company with an annual rent of approximately \$56,000. The purchase was funded by the revolving credit facility.

Ashbrook Marketplace

In May 2018, the Company acquired from the Trust, in exchange for 176,680 limited partnership units, approximately 13.7 acres of land located at the intersection of Ashburn Village Boulevard and Russell Branch Parkway in Loudoun County, Virginia. Based on the closing price of the Company's common stock, the land and the limited partnership units were recorded at a value of \$8.8 million. Acquisition costs related to the transaction totaled approximately \$0.2 million.

7316 Wisconsin Avenue

In September 2018, the Company purchased for \$35.5 million, plus \$0.7 million of acquisition costs, an office building and the underlying ground located at 7316 Wisconsin Avenue in Bethesda, Maryland. The property has mixed-use development potential of up to 325 apartment units and approximately 10,000 square feet of street level



retail pursuant to the recently approved Bethesda Downtown Plan. The purchase price was funded through the Company's revolving credit facility.

**Allocation of Purchase Price of Real Estate Acquired**

The Company allocates the purchase price of real estate investment properties to various components, such as land, buildings and intangibles related to in-place leases and customer relationships, based on their relative fair values or fair values. See Note 2. Summary of Significant Accounting Policies-Real Estate Investment Properties.

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Notes to Consolidated Financial Statements (Unaudited)

During 2017, the Company purchased one property, Burtonsville Town Square, at a cost of \$76.4 million, including acquisition costs. Of the total acquisition cost, \$28.4 million was allocated to land, \$45.8 million was allocated to buildings, \$2.2 million was allocated to in-place leases, \$0.6 million was allocated to above-market leases, and \$(0.6) million was allocated to below market rent, based on their relative fair values.

During 2018, the Company purchased one property, 7316 Wisconsin Avenue, at a cost of \$36.2 million, including acquisition costs. Of the total acquisition cost, \$34.2 million was allocated to land, \$1.0 million was allocated to buildings, \$0.9 million was allocated to in-place leases, and \$0.1 million was allocated to above-market leases, based on their relative fair values.

Dispositions

Great Eastern Shopping Center

In September 2017, the Company sold for \$8.5 million Great Eastern Shopping Center located in District Heights, Maryland. The Company provided \$1.28 million second trust financing to the buyer, which bore interest at a fixed rate of 6%. In May 2018, the buyer repaid the loan in full and the Company recognized a \$0.5 million gain that was previously deferred.

4. Noncontrolling Interests - Holders of Convertible Limited Partnership Units in the Operating Partnership

As of September 30, 2018, the Saul Organization holds a 25.9% limited partnership interest in the Operating Partnership represented by approximately 7.8 million convertible limited partnership units. These units are convertible into shares of Saul Centers' common stock, at the option of the unit holder, on a one-for-one basis provided that, in accordance with the Company's Articles of Incorporation, the rights may not be exercised at any time that the Saul Organization beneficially owns, directly or indirectly, in the aggregate more than 39.9% of the value of the outstanding common stock and preferred stock of Saul Centers (the "Equity Securities"). As of September 30, 2018, approximately 760,000 units were convertible into shares of Saul Centers common stock.

The impact of the Saul Organization's approximately 25.9% limited partnership interest in the Operating Partnership is reflected as Noncontrolling Interests in the accompanying consolidated financial statements. Fully converted partnership units and diluted weighted average common stock outstanding for the three months ended September 30, 2018 and 2017, were approximately 30.3 million and 29.5 million, respectively, and for the nine months ended September 30, 2018 and 2017, were approximately 30.0 million and 29.4 million, respectively.

5. Notes Payable, Revolving Credit Facility, Interest and Amortization of Deferred Debt Costs

The principal amount of the Company's outstanding debt totaled approximately \$1.0 billion at September 30, 2018, of which approximately \$870.9 million was fixed-rate debt and approximately \$152.0 million was variable rate debt, including

\$77.0 million outstanding under an unsecured revolving credit facility and \$75.0 million outstanding under a term loan credit facility. The carrying value of the properties collateralizing the notes payable totaled approximately \$965.6 million as of September 30, 2018.

On January 26, 2018, the Company replaced its credit facility. The new credit facility, which can be used for working capital, property acquisitions, development projects or letters of credit, totals \$400.0 million, of which \$325.0 million is a revolving credit facility and \$75.0 million is a term loan. The revolving credit facility matures on January 26, 2022, and may be extended by the Company for one additional year, subject to satisfaction of certain conditions. The term loan matures on January 26, 2023, and may not be extended. In general, loan availability under the new credit facility is primarily determined by operating income from the Company's existing unencumbered properties. Interest accrues at a rate of LIBOR plus a spread of 135 basis points to 195 basis points under the revolving credit facility, and 130 basis points to 190 basis points under the term loan, each as determined by certain leverage tests. As of September 30, 2018, the applicable spread for borrowings is 135 basis points under the revolving credit facility and 130 basis points under the term loan. Saul Centers and certain consolidated subsidiaries of the Operating Partnership have guaranteed the payment obligations of the Operating Partnership under the new credit facility. Letters of credit

may be issued under the revolving credit facility. On September 30, 2018, based on the value of the Company's unencumbered properties, approximately \$161.1 million was available under the revolving credit facility, \$77.0 million was outstanding and approximately \$185,000 was committed for letters of credit.

On January 18, 2017, the Company closed on a 15-year, non-recourse \$40.0 million mortgage loan secured by Burtonsville Town Square. The loan matures in 2032, bears interest at a fixed rate of 3.39%, requires monthly principal and interest payments of \$197,900 based on a 25-year amortization schedule and requires a final payment of \$20.3 million at maturity.

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## Notes to Consolidated Financial Statements (Unaudited)

On August 14, 2017, the Company closed on a \$157.0 million construction-to-permanent loan, the proceeds of which will be used to partially fund the Glebe Road development project. The loan, which had an outstanding balance of \$2.9 million at September 30, 2018, matures in 2035, bears interest at a fixed rate of 4.67%, requires interest only payments, which will be funded by the loan, until conversion to permanent. The conversion is expected in the fourth quarter of 2021, and thereafter, monthly principal and interest payments of \$887,900 based on a 25-year amortization schedule will be required.

Effective September 1, 2017, the Company's construction-to-permanent loan secured by and used to partially finance the construction of Park Van Ness, converted to permanent financing. The loan matures in 2032, bears interest at a fixed rate of 4.88%, requires monthly principal and interest payments of \$413,460 based on a 25-year amortization schedule and requires a final payment of \$39.6 million at maturity.

On November 20, 2017, the Company closed on a 15-year, non-recourse \$60.0 million mortgage loan secured by Washington Square. The loan matures in 2032, bears interest at a fixed rate of 3.75%, requires monthly principal and interest payments of \$308,500 based on a 25-year amortization schedule and requires a final payment of \$31.1 million. Proceeds were used to repay the remaining balance of \$28.1 million on the existing mortgage and reduce the outstanding balance of the revolving credit facility.

Saul Centers is a guarantor of the credit facility, of which the Operating Partnership is the borrower. The Operating Partnership is the guarantor of (a) a portion of the Park Van Ness loan (approximately \$10.0 million of the \$70.1 million outstanding balance at September 30, 2018, which guarantee will be reduced to (i) \$6.7 million on October 1, 2019, (ii) \$3.3 million on October 1, 2020 and (iii) zero on October 1, 2021), and (b) a portion of the Kentlands Square II mortgage loan (approximately \$9.2 million of the \$35.6 million outstanding at September 30, 2018). All other notes payable are non-recourse.

At December 31, 2017, the principal amount of the Company's outstanding debt totaled approximately \$965.5 million, of which \$890.4 million was fixed rate debt and \$75.1 million was variable rate debt, including \$61.0 million outstanding under an unsecured revolving credit facility. The carrying value of the properties collateralizing the notes payable totaled approximately \$1.0 billion as of December 31, 2017.

At September 30, 2018, the scheduled maturities of debt, including scheduled principal amortization, for years ending December 31, were as follows:

(In thousands)	Balloon Payments	Scheduled Principal Amortization	Total
October 1 through December 31, 2018	\$—	\$ 7,688	\$7,688
2019	60,794	29,298	90,092
2020	61,163	26,772	87,935
2021	11,012	26,486	37,498
2022	113,502	(a)26,990	140,492
2023	84,225	27,290	111,515
Thereafter	430,259	117,422	547,681
Principal amount	\$760,955	\$ 261,946	1,022,901
Unamortized deferred debt costs			9,989
Net			\$1,012,912

(a) Includes \$77.0 million outstanding under the revolving credit facility.

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## Notes to Consolidated Financial Statements (Unaudited)

Interest expense and amortization of deferred debt costs for the three and nine months ended September 30, 2018 and 2017, were as follows:

	Three Months		Nine Months	
	Ended September 30,		Ended September 30,	
(In thousands)	2018	2017	2018	2017
Interest incurred	\$12,361	\$12,370	\$36,863	\$37,037
Amortization of deferred debt costs	377	351	1,224	1,043
Capitalized interest	(1,716 )	(900 )	(4,301 )	(2,495 )
	\$11,022	\$11,821	\$33,786	\$35,585

## 6. Equity

The consolidated statements of operations for the nine months ended September 30, 2018 and 2017, reflect noncontrolling interests of \$9.3 million and \$9.5 million, respectively, representing income attributable to the Saul Organization for each period.

On January 23, 2018, Saul Centers sold, in an underwritten public offering, 3.0 million depositary shares, each representing 1/100th of a share of 6.125% Series D Cumulative Redeemable Preferred Stock (the "Series D Stock"), providing net cash proceeds of approximately \$72.6 million. The depositary shares may be redeemed at the Company's option, in whole or in part, on or after January 23, 2023, at the \$25.00 liquidation preference, plus accrued but unpaid dividends to but not including the redemption date. The depositary shares pay an annual dividend of \$1.53125 per share, equivalent to 6.125% of the \$25.00 liquidation preference. The Series D Stock has no stated maturity, is not subject to any sinking fund or mandatory redemption and is not convertible into any other securities of the Company except in connection with certain changes in control or delisting events. Investors in the depositary shares generally have no voting rights, but will have limited voting rights if the Company fails to pay dividends for six or more quarters (whether or not declared or consecutive) and in certain other events. On February 22, 2018, the proceeds from the offering, together with cash on hand, were used to redeem 3.0 million depositary shares, each representing 1/100th of a share of the Company's 6.875% Series C Cumulative Redeemable Preferred Stock (the "Series C Stock"). Costs associated with the redemption were charged against Net income available to common stockholders.

At September 30, 2018, the Company had outstanding 4.2 million depositary shares, each representing 1/100th of a share of 6.875% Series C Stock. The depositary shares are redeemable at the Company's option, in whole or in part, at the \$25.00 liquidation preference plus accrued but unpaid dividends. The depositary shares pay an annual dividend of \$1.71875 per share, equivalent to 6.875% of the \$25.00 liquidation preference. The Series C Stock has no stated maturity, is not subject to any sinking fund or mandatory redemption and is not convertible into any other securities of the Company except in connection with certain changes of control or delisting events. Investors in the depositary shares generally have no voting rights, but will have limited voting rights if the Company fails to pay dividends for six or more quarters (whether or not declared or consecutive) and in certain other events.

## 7. Related Party Transactions

The Chairman and Chief Executive Officer, the President, the Executive Vice President-Chief Legal and Administrative Officer and the Senior Vice President-Chief Accounting Officer of the Company are also officers of various members of the Saul Organization and their management time is shared with the Saul Organization. Their annual compensation is fixed by the Compensation Committee of the Board of Directors, with the exception of the Senior Vice President-Chief Accounting Officer whose share of annual compensation allocated to the Company is determined by the shared services agreement (described below).

The Company participates in a multiemployer 401K plan with entities in the Saul Organization which covers those full-time employees who meet the requirements as specified in the plan. Company contributions, which are included in general and administrative expense or property operating expenses in the Consolidated Statements of Operations, at

the discretionary amount of up to six percent of the employee's cash compensation, subject to certain limits, were \$264,900 and \$270,600 for the nine months ended September 30, 2018 and 2017, respectively. All amounts contributed by employees and the Company are fully vested.

The Company also participates in a multiemployer nonqualified deferred compensation plan with entities in the Saul Organization which covers those full-time employees who meet the requirements as specified in the plan. According to the

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## Notes to Consolidated Financial Statements (Unaudited)

plan, which can be modified or discontinued at any time, participating employees defer 2% of their compensation in excess of a specified amount. For the nine months ended September 30, 2018 and 2017, the Company credited to employee accounts \$161,500 and \$154,300, respectively, which is the sum of accrued earnings and three times the amount deferred by employees and is included in general and administrative expense. All amounts contributed by employees and credited by the Company are fully vested. The cumulative unfunded liability under this plan was \$2.6 million and \$2.4 million, at September 30, 2018 and December 31, 2017, respectively, and is included in accounts payable, accrued expenses and other liabilities in the Consolidated Balance Sheets.

The Company has entered into a shared services agreement (the "Agreement") with the Saul Organization that provides for the sharing of certain personnel and ancillary functions such as computer hardware, software, and support services and certain direct and indirect administrative personnel. The method for determining the cost of the shared services is provided for in the Agreement and is based upon head count, estimates of usage or estimates of time incurred, as applicable. The terms of the Agreement and the payments made thereunder are deemed reasonable by management and are reviewed annually by the Audit Committee of the Board of Directors, which consists entirely of independent directors. Billings by the Saul Organization for the Company's share of these ancillary costs and expenses for the nine months ended September 30, 2018 and 2017, which included rental expense for the Company's headquarters lease, totaled approximately \$6.2 million and \$5.4 million, net, respectively. The amounts are generally expensed as incurred and are primarily reported as general and administrative expenses in the Consolidated Statements of Operations. As of September 30, 2018 and December 31, 2017, accounts payable, accrued expenses and other liabilities included approximately \$767,600 and \$993,200, respectively, representing amounts due to the Saul Organization for the Company's share of these ancillary costs and expenses.

The Company has entered into a shared third-party predevelopment cost agreement (the "Predevelopment Agreement") with the Trust. The Predevelopment Agreement relates to the sharing of third-party predevelopment costs incurred in connection with the planning of the future redevelopment of certain adjacent real estate assets in the Twinbrook area of Rockville, Maryland. The costs will be shared on a pro rata basis based on the acreage owned by each entity and neither party is obligated to advance funds to the other.

In August 2016, the Company entered into an agreement to acquire from the Trust approximately 13.7 acres of land located at the intersection of Ashburn Village Boulevard and Russell Branch Parkway in Ashburn, Virginia. The transaction closed on May 9, 2018, and the Company issued 176,680 limited partnership units to the Trust. The Company intends to construct a shopping center and, upon stabilization, may be obligated to issue additional limited partnership units to the Trust.

The Company subleases its corporate headquarters space from a member of the Saul Organization. The lease commenced in March 2002, expires in 2022, and provides for base rent increases of 3% per year, with payment of a pro-rata share of operating expenses over a base year amount. The Agreement requires each party to pay an allocation of total rental payments based on a percentage proportionate to the number of employees employed by each party. The Company's rent expense for its headquarters location was \$590,000 and \$578,200 for the nine months ended September 30, 2018 and 2017, respectively, and is included in general and administrative expense.

The B. F. Saul Insurance Agency of Maryland, Inc., a subsidiary of the B. F. Saul Company and a member of the Saul Organization, is a general insurance agency that receives commissions and fees in connection with the Company's insurance program. Such commissions and fees amounted to \$251,800 and \$173,800 for the nine months ended September 30, 2018 and 2017, respectively.

#### 8. Stock Option Plans

In 2004, the Company has established a stock incentive plan (the "Plan"), as amended. Under the Plan, options were granted at an exercise price not less than the market value of the common stock on the date of grant and expire ten years from the date of grant. Officer options vest ratably over four years following the grant and are charged to expense using the straight-line method over the vesting period. Director options vest immediately and are charged to expense as of the date of grant.

The following table summarizes the amount and activity of each grant with outstanding unexercised options, the total value and variables used in the computation and the amount expensed and included in general and administrative expense in the Consolidated Statements of Operations for the nine months ended September 30, 2018.

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	Directors								
Grant date	4/24/2009	5/7/2010	5/13/2011	5/4/2012	5/10/2013	5/9/2014	5/8/2015	5/6/2016	5/5/2017
Total grant	32,500	32,500	32,500	35,000	35,000	30,000	35,000	32,500	27,500
Vested	32,500	32,500	32,500	35,000	35,000	30,000	35,000	32,500	27,500
Exercised	27,500	25,000	22,500	22,500	22,500	17,500	12,500	7,500	—
Forfeited	—	2,500	2,500	—	—	—	—	—	2,500
Exercisable at September 30, 2018	5,000	5,000	7,500	12,500	12,500	12,500	22,500	25,000	25,000
Remaining unexercised	5,000	5,000	7,500	12,500	12,500	12,500	22,500	25,000	25,000
Exercise price	\$32.68	\$38.76	\$41.82	\$39.29	\$44.42	\$47.03	\$51.07	\$57.74	\$57.74
Volatility	0.344	0.369	0.358	0.348	0.333	0.173	0.166	0.166	0.166
Expected life (years)	6.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0
Assumed yield	4.54	%4.23	%4.16	%4.61	%4.53	%4.48	%4.54	%3.75	%3.75
Risk-free rate	2.19	%2.17	%1.86	%0.78	%0.82	%1.63	%1.50	%1.23	%1.23
Total value at grant date	\$222,950	\$287,950	\$297,375	\$257,250	\$278,250	\$109,500	\$125,300	\$151,125	\$151,125
Expensed in previous years	222,950	287,950	297,375	257,250	278,250	109,500	125,300	151,125	166,250
Expensed in 2018	—	—	—	—	—	—	—	—	—
Future expense	—	—	—	—	—	—	—	—	—
	Officers								
Grant date	5/13/2011	5/4/2012	5/10/2013	5/9/2014	5/8/2015	5/6/2016	5/5/2017	5/11/2018	5/11/2018
Total grant	162,500	242,500	202,500	170,000	190,000	194,000	205,000	217,500	1,375,000
Vested	118,750	107,500	171,875	168,125	140,625	96,375	51,250	—	85,000
Exercised	103,750	92,455	129,375	46,126	20,625	3,750	—	—	39,000
Forfeited	43,750	135,000	30,625	1,875	3,125	1,875	—	—	21,000
Exercisable at September 30, 2018	15,000	15,045	42,500	121,999	120,000	92,625	51,250	—	45,000
Remaining unexercised	15,000	15,045	42,500	121,999	166,250	188,375	205,000	217,500	97,000
Exercise price	\$41.82	\$39.29	\$44.42	\$47.03	\$51.07	\$57.74	\$59.41	\$49.46	\$49.46
Volatility	0.330	0.315	0.304	0.306	0.298	0.185	0.170	0.177	0.177

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Expected life (years)	8.0	8.0	8.0	7.0	7.0	7.0	7.0	7.0	
Assumed yield	4.81	%5.28	%5.12	%4.89	%4.94	%3.80	%3.50	%3.75	%
Risk-free rate	2.75	%1.49	%1.49	%2.17	%1.89	%1.55	%2.17	%2.94	%
Gross value at grant date	\$1,366,625	\$1,518,050	\$1,401,300	\$1,349,800	\$1,584,600	\$1,136,840	\$1,324,300	\$1,313,700	\$1,313,700
Estimated forfeitures	367,937	845,100	211,925	14,887	141,780	86,628	91,642	83,157	1,313,700
Expensed in previous years	998,688	672,950	1,189,375	1,082,664	961,888	437,580	205,440	—	5,000,000
Expensed in 2018	—	—	—	252,249	270,531	196,911	231,120	128,180	1,313,700
Future expense	—	—	—	—	210,401	415,721	796,098	1,102,363	2,000,000
Weighted average term of remaining future expense (in years)	2.7								

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## Notes to Consolidated Financial Statements (Unaudited)

The table below summarizes the option activity for the nine months ended September 30, 2018:

	Number of Shares	Weighted Average Exercise Price per share	Aggregate Intrinsic Value
Outstanding at January 1	913,320	\$ 52.80	\$ 8,172,970
Granted	245,000	49.46	1,602,300
Exercised	(29,151 )	44.64	415,119
Expired/Forfeited	(5,000 )	54.78	
Outstanding at September 30	1,124,169	52.28	5,341,971
Exercisable at September 30	610,919	50.72	3,691,508

The intrinsic value measures the price difference between the options' exercise price and the closing share price quoted by the New York Stock Exchange as of the date of measurement. The intrinsic value for shares exercised during the period was calculated by using the closing share price on the date of exercise. At September 28, 2018, the final trading day of the third quarter, the closing share price of \$56.00 was lower than the exercise price of the 213,375 and 230,000 outstanding options granted in 2016 and 2017, respectively. The weighted average remaining contractual life of the Company's outstanding and exercisable options is 7.4 years and 6.4 years, respectively.

## 9. Fair Value of Financial Instruments

The carrying values of cash and cash equivalents, accounts receivable, accounts payable and accrued expenses are reasonable estimates of their fair value. The aggregate fair value of the notes payable with fixed-rate payment terms was determined using Level 3 data in a discounted cash flow approach, which is based upon management's estimate of borrowing rates and loan terms currently available to the Company for fixed-rate financing and, assuming long-term interest rates of approximately 4.55% and 3.90%, would be approximately \$891.9 million and \$951.7 million, respectively, compared to the principal balance of \$870.9 million and \$890.4 million at September 30, 2018 and December 31, 2017, respectively. A change in any of the significant inputs may lead to a change in the Company's fair value measurement of its debt.

The Company carries its interest rate swap at fair value. The Company has determined the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy with the exception of the impact of counter-party risk, which was determined using Level 3 inputs and is not significant. Derivative instruments are classified within Level 2 of the fair value hierarchy because their values are determined using third-party pricing models which contain inputs that are derived from observable market data. Valuation models require a variety of inputs, including contractual terms, market prices, yield curves, credit spreads, measure of volatility, and correlations of such inputs. The swap agreement terminates on July 1, 2020. As of September 30, 2018, the fair value of the interest-rate swap was approximately \$0.3 million and is included in Accounts payable, accrued expenses and other liabilities in the Consolidated Balance Sheets. The decrease in value from inception of the swap is reflected in Other Comprehensive Income in the Consolidated Statements of Comprehensive Income. Amounts recognized in earnings are included in Changes in Fair Value of Derivatives in the Consolidated Statements of Operations.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In thousands)	2018	2017	2018	2017
Change in fair value:				
Recognized in earnings	\$10	\$(1 )	\$(2 )	\$(2 )
Recognized in other comprehensive income	173	171	727	503

\$183 \$170 \$725 \$501

10. Commitments and Contingencies

Neither the Company nor the current portfolio properties are subject to any material litigation, nor, to management's knowledge, is any material litigation currently threatened against the Company, other than routine litigation and administrative proceedings arising in the ordinary course of business. Management believes that these items, individually or in the aggregate, will not have a material adverse impact on the Company or the current portfolio properties.

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## Notes to Consolidated Financial Statements (Unaudited)

## 11. Business Segments

The Company has two reportable business segments: Shopping Centers and Mixed-Use Properties. The accounting policies of the segments are the same as those described in the summary of significant accounting policies (see Note 2). The Company evaluates performance based upon income and cash flows from real estate of the combined properties in each segment. All of our properties within each segment generate similar types of revenues and expenses related to tenant rent, reimbursements and operating expenses. Although services are provided to a range of tenants, the types of services provided to them are similar within each segment. The properties in each portfolio have similar economic characteristics and the nature of the products and services provided to our tenants and the method to distribute such services are consistent throughout the portfolio. Certain reclassifications have been made to prior year information to conform to the 2018 presentation.

(In thousands)	Shopping Centers	Mixed-Use Properties	Corporate and Other	Consolidated Totals
Three months ended September 30, 2018				
Real estate rental operations:				
Revenue	\$41,161	\$15,850	\$—	\$57,011
Expenses	(8,644 )	(5,304 )	—	(13,948 )
Income from real estate	32,517	10,546	—	43,063
Other revenue	—	—	48	48
Interest expense and amortization of deferred debt costs	—	—	(11,022 )	(11,022 )
General and administrative	—	—	(4,141 )	(4,141 )
Depreciation and amortization of deferred leasing costs	(7,249 )	(4,007 )	—	(11,256 )
Change in fair value of derivatives	—	—	10	10
Net income (loss)	\$25,268	\$6,539	\$(15,105)	\$16,702
Capital investment	\$15,145	\$44,161	\$—	\$59,306
Total assets	\$982,038	\$514,480	\$9,620	\$1,506,138
Three months ended September 30, 2017				
Real estate rental operations:				
Revenue	\$40,834	\$15,394	\$—	\$56,228
Expenses	(8,799 )	(5,505 )	—	(14,304 )
Income from real estate	32,035	9,889	—	41,924
Other revenue	—	—	9	9
Interest expense and amortization of deferred debt costs	—	—	(11,821 )	(11,821 )
General and administrative	—	—	(4,363 )	(4,363 )
Depreciation and amortization of deferred leasing costs	(7,457 )	(3,906 )	—	(11,363 )
Change in fair value of derivatives	—	—	(1 )	(1 )
Net income (loss)	\$24,578	\$5,983	\$(16,176)	\$14,385
Capital investment	\$3,503	\$8,161	\$—	\$11,664
Total assets	\$983,369	\$431,182	\$9,177	\$1,423,728

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## Notes to Consolidated Financial Statements (Unaudited)

(Dollars in thousands)	Shopping Centers	Mixed-Use Properties	Corporate and Other	Consolidated Totals
Nine months ended September 30, 2018				
Real estate rental operations:				
Revenue	\$122,982	\$46,648	\$—	\$169,630
Expenses	(26,143 )	(15,712 )	—	(41,855 )
Income from real estate	96,839	30,936	—	127,775
Other revenue	—	—	218	218
Interest expense and amortization of deferred debt costs	—	—	(33,786 )	(33,786 )
General and administrative	—	—	(13,208 )	(13,208 )
Depreciation and amortization of deferred leasing costs	(21,880 )	(12,076 )	—	(33,956 )
Gain on sale of property	509	—	—	509
Change in fair value of derivatives	—	—	(2 )	(2 )
Net income (loss)	\$75,468	\$18,860	\$(46,778)	\$47,550
Capital investment	\$22,288	\$74,011	\$—	\$96,299
Total assets	\$982,038	\$514,480	\$9,620	\$1,506,138
Nine months ended September 30, 2017				
Real estate rental operations:				
Revenue	\$124,854	\$45,725	\$—	\$170,579
Expenses	(25,876 )	(15,393 )	—	(41,269 )
Income from real estate	98,978	30,332	—	129,310
Other revenue	—	—	31	31
Interest expense and amortization of deferred debt costs	—	—	(35,585 )	(35,585 )
General and administrative	—	—	(13,178 )	(13,178 )
Depreciation and amortization of deferred leasing costs	(22,649 )	(11,747 )	—	(34,396 )
Change in fair value of derivatives	—	—	(2 )	(2 )
Net income (loss)	\$76,329	\$18,585	\$(48,734)	\$46,180
Capital investment	\$87,788	\$18,386	\$—	\$106,174
Total assets	\$983,369	\$431,182	\$9,177	\$1,423,728

## 12. Subsequent Events

The Company has reviewed operating activities for the period subsequent to September 30, 2018 and determined there are no subsequent events required to be disclosed.

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### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This section should be read in conjunction with the consolidated financial statements of the Company and the accompanying notes in "Item 1. Financial Statements" of this report and the more detailed information contained in the Company's Form 10-K for the year ended December 31, 2017. Historical results and percentage relationships set forth in Item 1 and this section should not be taken as indicative of future operations of the Company. Capitalized terms used but not otherwise defined in this section have the meanings given to them in Item 1 of this Form 10-Q.

#### Forward-Looking Statements

This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements are generally characterized by terms such as "believe," "expect" and "may."

Although the Company believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, the Company's actual results could differ materially from those given in the forward-looking statements as a result of changes in factors which include, among others, the following:

- continuing risks related to the challenging domestic and global credit markets and their effect on discretionary spending;
- risks that the Company's tenants will not pay rent;
- risks related to the Company's reliance on shopping center "anchor" tenants and other significant tenants;
- risks related to the Company's substantial relationships with members of the Saul Organization;
- risks of financing, such as increases in interest rates, restrictions imposed by the Company's debt, the Company's ability to meet existing financial covenants and the Company's ability to consummate planned and additional financings on acceptable terms;
- risks related to the Company's development activities;
- risks that the Company's growth will be limited if the Company cannot obtain additional capital;
- risks that planned and additional acquisitions or redevelopments may not be consummated, or if they are consummated, that they will not perform as expected;
- risks generally incident to the ownership of real property, including adverse changes in economic conditions, changes in the investment climate for real estate, changes in real estate taxes and other operating expenses, adverse changes in governmental rules and fiscal policies, the relative illiquidity of real estate and environmental risks;
- risks related to the Company's status as a REIT for federal income tax purposes, such as the existence of complex regulations relating to the Company's status as a REIT, the effect of future changes in REIT requirements as a result of new legislation and the adverse consequences of the failure to qualify as a REIT; and
- such other risks as described in Part I, Item 1A of the Company's Form 10-K for the year ended December 31, 2017.

#### General

The following discussion is based primarily on the consolidated financial statements of the Company as of and for the three and nine months ended September 30, 2018.

#### Overview

The Company's principal business activity is the ownership, management and development of income-producing properties. The Company's long-term objectives are to increase cash flow from operations and to maximize capital appreciation of its real estate investments.

The Company's primary operating strategy is to focus on its community and neighborhood shopping center business and its transit-centric, primarily residential mixed-use properties to achieve both cash flow growth and capital appreciation. Management believes there is potential for long-term growth in cash flow as existing leases for space in the Shopping Centers and Mixed-Use properties expire and are renewed, or newly-available or vacant space is leased. The Company intends to renegotiate leases where possible and seek new tenants for available space in order to optimize the mix of uses to improve foot traffic through the Shopping Centers. As leases expire, management expects to revise rental rates, lease terms and conditions, relocate existing tenants, reconfigure tenant spaces and introduce new tenants with the goals of increasing occupancy, improving overall retail sales, and ultimately increasing cash flow as economic conditions improve. In those circumstances in





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which leases are not otherwise expiring, or in connection with renovations or relocations, management selectively attempts to increase cash flow through a variety of means, including recapturing leases with below market rents and re-leasing at market rates, as well as replacing financially troubled tenants. When possible, management also will seek to include scheduled increases in base rent, as well as percentage rental provisions, in its leases.

The following table sets forth average annualized base rent per square foot and average annualized effective rent per square foot for the Company's Commercial properties (all properties except for the Clarendon Center and Park Van Ness apartments). For purposes of this table, annualized effective rent is annualized base rent minus amortized tenant improvements and amortized leasing commissions.

	Nine months ended September 30,				
	2018	2017	2016	2015	2014
Base rent	\$20.13	\$19.30	\$18.67	\$18.47	\$18.06
Effective rent	\$18.25	\$17.49	\$16.87	\$16.78	\$16.41

The Company's redevelopment and renovation objective is to selectively and opportunistically redevelop and renovate its properties, by replacing leases that have below market rents with strong, traffic-generating anchor stores such as supermarkets and drug stores, as well as other desirable local, regional and national tenants. The Company's strategy remains focused on continuing the operating performance and internal growth of its existing Shopping Centers, while enhancing this growth with selective retail redevelopments and renovations.

From 2014 through 2016, in separate transactions, the Company purchased four adjacent properties on North Glebe Road in Arlington, Virginia, for an aggregate \$54.0 million. The Company is developing approximately 490 residential units and 60,000 square feet of retail space on 2.8 acres of land. Construction is complete on the three level below grade parking structure. Concrete work is proceeding up to and including the eleventh floor and pre-cast facade panels are being installed. The development is scheduled for substantial completion in early 2020. The total cost of the project, including acquisition of land, is expected to be approximately \$275.0 million, a portion of which will be financed with a \$157.0 million construction-to-permanent loan. Costs incurred through September 30, 2018 total approximately \$136.8 million, of which \$2.9 million has been financed by the loan. Leases have been executed for a 41,500 square foot Target and 9,000 square feet of retail shop space, resulting in approximately 84% of the planned retail space being leased.

Albertson's/Safeway, currently a tenant at seven of the Company's shopping centers, two of which locations are subleased to other grocers, closed two Safeway stores located at the Company's properties during the June 2016 quarter. The stores that closed were located in Broadlands Village, Loudoun County, Virginia and Briggs Chaney Plaza, Montgomery County, Maryland. The lease at Briggs Chaney remains in full force and effect and Albertson's/Safeway has executed a sublease with a replacement grocer, Global Food, for that space and Global Food commenced operations in March 2017. In February 2017, the Company terminated the lease with Albertson's/Safeway at Broadlands and received a \$3.6 million termination fee which was recognized as revenue in the first quarter. The termination fee revenue was partially offset by the loss of approximately \$1.6 million of rental revenue over the course of 2017. The Company has executed a lease with Aldi Food Market for 20,000 square feet of this space, which opened in November 2017, and lease negotiations are in progress for substantially all of the remaining space. In August 2018, Safeway closed its store at Palm Springs Center in Florida. The lease was purchased by Publix, and the store is scheduled to re-open in November 2018.

In January 2017, the Company purchased for \$76.4 million, including acquisition costs, Burtonsville Town Square, a 121,000 square foot shopping center located in Burtonsville, Maryland. Burtonsville Town Square is 100% leased and anchored by Giant Food and CVS Pharmacy. The purchase was funded with a new \$40.0 million mortgage loan and through the revolving credit facility. The Company has substantially completed construction of the shell of a 16,000 square foot small shop expansion and construction of interior improvements is underway. Delivery of tenant spaces is projected in late 2018, with tenant openings scheduled for the first quarter of 2019. The total development cost is expected to be approximately \$5.7 million. Leases have been executed for approximately 55% of the space and the Company has prospects for the remaining portion. In addition, a lease has been executed with Taco Bell who will construct a free-standing building on a pad site within the property.

During the three months ended June 30, 2017, the Company executed a termination agreement with Kmart at Kentlands Square II. Kmart closed its 104,000 square foot store at Kentlands in September 2017, and the Company gained possession on October 31, 2017. As a result of the termination, the mortgage loan agreement requires that Saul Centers guarantee approximately \$9.2 million of that loan effective October 31, 2017 (the termination date), which will be reduced upon satisfaction of conditions stated in the loan documents. Annual revenue to the Company under the Kmart lease totaled

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approximately \$1.3 million. In September 2018, the Company executed a lease with At Home for all of the space. Tenant construction is underway, and At Home is scheduled to open for business during the first quarter of 2019. In September 2017, the Company sold for \$8.5 million the 255,400 square foot Great Eastern Shopping Center located in District Heights, Maryland. The Company provided \$1.28 million second trust financing to the buyer, which bore interest at a fixed rate of 6%. In May 2018, the buyer repaid the loan in full and the Company recognized a \$0.5 million gain that was previously deferred.

In May 2018, the Company acquired from the Trust, in exchange for 176,680 limited partnership units, approximately 13.7 acres of land located at the intersection of Ashburn Village Boulevard and Russell Branch Parkway in Ashburn, Virginia. The Company has received site plan approval for an approximately 88,000 square foot neighborhood shopping center. A 29,000 square foot anchor grocery store lease has been executed with Lidl and, including an executed gas station pad lease and shop space leases, overall pre-leasing totals approximately 44% of the planned space. In addition, lease negotiations are in progress for approximately 12,000 square feet of the planned pad building and small shop space. Site work is projected to commence in November 2018, subject to the receipt of final building permits, with the shopping center opening scheduled for early 2020. After construction of the shopping center and upon stabilization, the Company may be obligated to issue additional limited partnership units to the Trust.

In September 2018, the Company purchased for \$35.5 million, plus \$0.7 million of acquisition costs, an office building and the underlying ground located at 7316 Wisconsin Avenue in Bethesda, Maryland. The property has mixed-use development potential of up to 325 apartment units and approximately 10,000 square feet of street level retail pursuant to the recently approved Bethesda Downtown Plan. The purchase price was funded through the Company's revolving credit facility.

The recent period of economic expansion has now run in excess of five years. While economic conditions within the local Washington, DC metropolitan area have remained relatively stable, issues facing the Federal government relating to taxation, spending and interest rate policy will likely continue to impact the office, retail and residential real estate markets over the coming years. Because the majority of the Company's property operating income is produced by our shopping centers, we continually monitor the implications of government policy changes, as well as shifts in consumer demand between on-line and in-store shopping, on future shopping center construction and retailer store expansion plans. Based on our observations, we continue to adapt our marketing and merchandising strategies in a way to maximize our future performance. The Company's overall leasing percentage, on a comparative same property basis, which excludes the impact of properties not in operation for the entirety of the comparable periods, was 95.2% at September 30, 2018, compared to 95.5% at September 30, 2017.

The Company maintains a ratio of total debt to total asset value of under 50%, which allows the Company to obtain additional secured borrowings if necessary. As of September 30, 2018, amortizing fixed-rate debt with staggered maturities from 2019 to 2035 represented approximately 85.1% of the Company's notes payable, thus minimizing refinancing risk in any given year. As of September 30, 2018, the Company's variable-rate debt consisted of \$152.0 million outstanding under the credit facility. As of September 30, 2018, the Company has availability of approximately \$161.1 million under its \$325.0 million unsecured revolving credit facility.

Although it is management's present intention to concentrate future acquisition and development activities on community and neighborhood shopping centers and transit-centric, primarily residential mixed-use properties in the Washington, DC/Baltimore metropolitan area and the southeastern region of the United States, the Company may, in the future, also acquire other types of real estate in other areas of the country as opportunities present themselves. While the Company may diversify in terms of property locations, size and market, the Company does not set any limit on the amount or percentage of Company assets that may be invested in any one property or any one geographic area.

**Critical Accounting Policies**

The Company's financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"), which requires management to make certain estimates and assumptions that affect the reporting of financial position and results of operations. If judgment or interpretation of the facts and circumstances relating to various transactions had been different, it is possible that different accounting policies would have been applied resulting in a different presentation of the financial statements. The Company has identified the following policies that, due to estimates and assumptions inherent in these policies, involve a relatively high degree of judgment

and complexity.

**Real Estate Investments**

Real estate investment properties are stated at historic cost less depreciation. Although the Company intends to own its real estate investment properties over a long term, from time to time it will evaluate its market position, market conditions, and other factors and may elect to sell properties that do not conform to the Company's investment profile. Management believes

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that the Company's real estate assets have generally appreciated in value since their acquisition or development and, accordingly, the aggregate current value exceeds their aggregate net book value and also exceeds the value of the Company's liabilities as reported in the financial statements. Because the financial statements are prepared in conformity with GAAP, they do not report the current value of the Company's real estate investment properties. The Company purchases real estate investment properties from time to time and records assets acquired and liabilities assumed, including land, buildings, and intangibles related to in-place leases and customer relationships, based on their relative fair values. The fair value of buildings generally is determined as if the buildings were vacant upon acquisition and subsequently leased at market rental rates and considers the present value of all cash flows expected to be generated by the property including an initial lease up period. The fair value of above and below market intangibles associated with in-place leases is determined by assessing the net effective rent and remaining term of the in-place lease relative to market terms for similar leases at acquisition taking into consideration the remaining contractual lease period, renewal periods, and the likelihood of the tenant exercising its renewal options. The fair value of below market lease intangibles is recorded as deferred income and accreted as additional lease revenue over the remaining contractual lease period and any renewal option periods included in the valuation analysis. The fair value of above market lease intangibles is recorded as a deferred asset and amortized as a reduction of revenue over the remaining contractual lease term. The fair value of at-market in-place leases is determined considering the cost of acquiring similar leases, the foregone rents associated with the lease-up period and carrying costs associated with the lease-up period. Intangible assets associated with at-market in-place leases are amortized as additional expense over the remaining contractual lease term. To the extent customer relationship intangibles are present in an acquisition, the fair value of the intangibles are amortized over the life of the customer relationship.

If there is an event or change in circumstance that indicates a potential impairment in the value of a real estate investment property, the Company prepares an analysis to determine whether the carrying value of the real estate investment property exceeds its estimated fair value. The Company considers both quantitative and qualitative factors including recurring operating losses, significant decreases in occupancy, and significant adverse changes in legal factors and business climate. If impairment indicators are present, the projected cash flows of the property over its remaining useful life, on an undiscounted basis, are compared to the carrying value of that property. The Company assesses its undiscounted projected cash flows based upon estimated capitalization rates, historic operating results and market conditions that may affect the property. If the carrying value is greater than the undiscounted projected cash flows, an impairment loss is recognized equivalent to an amount required to adjust the carrying amount to its then estimated fair value. The fair value of any property is sensitive to the actual results of any of the aforementioned estimated factors, either individually or taken as a whole. Should the actual results differ from management's projections, the valuation could be negatively or positively affected.

When incurred, the Company capitalizes the cost of improvements that extend the useful life of property and equipment. All repair and maintenance expenditures are expensed when incurred. Leasehold improvements expenditures are capitalized when certain criteria are met, including when we supervise construction and will own the improvement. Tenant improvements that we own are depreciated over the life of the respective lease or the estimated useful life of the improvements, whichever is shorter.

Interest, real estate taxes, development-related salary costs and other carrying costs are capitalized on projects under construction. Upon substantial completion of construction and the placement of assets into service, rental income, direct operating expenses, and depreciation associated with such properties are included in current operations and capitalization of interest ceases. Commercial development projects are substantially complete and available for occupancy upon completion of tenant improvements, but no later than one year from the cessation of major construction activity. Residential development projects are considered substantially complete and available for occupancy upon receipt of the certificate of occupancy from the appropriate licensing authority. Substantially completed portions of a project are accounted for as separate projects. Depreciation is calculated using the straight-line method and estimated useful lives generally between 35 and 50 years for base buildings, or a shorter period if management determines that the building has a shorter useful life, and up to 20 years for certain other improvements.



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## Deferred Leasing Costs

Certain initial direct costs incurred by the Company in negotiating and consummating successful Commercial leases are capitalized and amortized over the initial base term of the leases. Deferred leasing costs consist of commissions paid to third-party leasing agents as well as internal direct costs such as employee compensation and payroll-related fringe benefits directly related to time spent performing successful leasing-related activities. Such activities include evaluating prospective tenants' financial condition, evaluating and recording guarantees, collateral and other security arrangements, negotiating lease terms, preparing lease documents and closing transactions. In addition, deferred leasing costs include amounts attributed to in-place leases associated with acquired properties.

## Revenue Recognition

Rental and interest income is accrued as earned. Recognition of rental income commences when control of the space has been given to the tenant. When rental payments due under leases vary from a straight-line basis because of free rent periods or scheduled rent increases, income is recognized on a straight-line basis. Expense recoveries represent a portion of property operating expenses billed to tenants, including common area maintenance, real estate taxes and other recoverable costs. Expense recoveries are recognized in the period in which the expenses are incurred. Rental income based on a tenant's revenue, known as percentage rent, is recognized when a tenant reports sales that exceed a breakpoint specified in the lease agreement.

## Allowance for Doubtful Accounts - Current and Deferred Receivables

Accounts receivable primarily represent amounts accrued and unpaid from tenants in accordance with the terms of the respective leases, subject to the Company's revenue recognition policy. Receivables are reviewed monthly and reserves are established with a charge to current period operations when, in the opinion of management, collection of the receivable is doubtful. In addition to rents due currently, accounts receivable include amounts representing minimum rental income accrued on a straight-line basis to be paid by tenants over the remaining term of their respective leases. Reserves are established with a charge to income for tenants whose rent payment history or financial condition casts doubt upon the tenant's ability to perform under its lease obligations.

## Legal Contingencies

The Company is subject to various legal proceedings and claims that arise in the ordinary course of business, which are generally covered by insurance. While the resolution of these matters cannot be predicted with certainty, the Company believes the final outcome of current matters will not have a material adverse effect on its financial position or the results of operations. Upon determination that a loss is probable to occur, the estimated amount of the loss is recorded in the financial statements. Both the amount of the loss and the point at which its occurrence is considered probable can be difficult to determine.

## Results of Operations

Three months ended September 30, 2018 (the "2018 Quarter") compared to the three months ended September 30, 2017 (the "2017 Quarter")

## Revenue

(Dollars in thousands)	Three months		2017 to 2018 Change		
	ended September 30, 2018	ended September 30, 2017	Amount	Percent	
Base rent	\$46,189	\$45,385	\$ 804	1.8	%
Expense recoveries	9,209	9,447	(238 )	(2.5	)%
Percentage rent	119	67	52	77.6	%
Other property revenue	1,494	1,329	165	12.4	%
Other revenue	48	9	39	433.3	%
Total revenue	\$57,059	\$56,237	\$ 822	1.5	%

Base rent includes \$(0.2) million and \$(0.1) million for the 2018 Quarter and 2017 Quarter, respectively, to recognize base rent on a straight-line basis. In addition, base rent includes \$0.4 million and \$0.4 million, for the 2018 Quarter

and 2017 Quarter, respectively, to recognize income from the amortization of in-place leases acquired in connection with purchased real estate investment properties.

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Total revenue increased 1.5% in the 2018 Quarter compared to the 2017 Quarter primarily due to (a) a \$0.58 per square foot increase in base rent (\$1.2 million) partially offset by (b) a 105,100 square foot reduction in leased commercial space (\$0.5 million).

## Operating Expenses

(Dollars in thousands)	Three months ended September 30, 2017 to 2018 Change			
	2018	2017	Amount	Percent
Property operating expenses	\$6,910	\$7,418	\$ (508 )	(6.8 )%
Provision for credit losses	101	52	49	94.2 %
Real estate taxes	6,937	6,834	103	1.5 %
Interest expense and amortization of deferred debt costs	11,022	11,821	(799 )	(6.8 )%
Depreciation and amortization of deferred leasing costs	11,256	11,363	(107 )	(0.9 )%
General and administrative	4,141	4,363	(222 )	(5.1 )%
Total operating expenses	\$40,367	\$41,851	\$ (1,484 )	(3.5 )%

Total operating expenses decreased 3.5% in the 2018 Quarter compared to the 2017 Quarter.

Property Operating Expenses. Property operating expenses decreased 6.8% in the 2018 Quarter primarily due to decreased repairs and maintenance costs throughout the portfolio (\$0.3 million).

Provision for Credit Losses. The provision for credit losses for the 2018 Quarter represents 0.18% of the Company's revenue, a decrease from 0.09% for the 2017 Quarter.

Real Estate Taxes. Real estate taxes increased 1.5% in the 2018 Quarter primarily due to small increases at several properties throughout the portfolio.

Interest Expense and Amortization of Deferred Debt Costs. Interest expense decreased 6.8% in the 2018 Quarter primarily due to higher capitalized interest (\$0.8 million).

Depreciation and Amortization of Deferred Leasing Costs. Depreciation and amortization of deferred leasing costs decreased primarily due to the impact of fully depreciated assets (\$0.2 million).

General and Administrative. General and administrative expenses decreased 5.1% primarily due to lower state income taxes (\$0.1 million).

Nine months ended September 30, 2018 (the "2018 Period") compared to the nine months ended September 30, 2017 (the "2017 Period")

## Revenue

(Dollars in thousands)	Nine Months Ended September 30, 2017 to 2018 Change			
	2018	2017	Amount	Percent
Base rent	\$137,999	\$135,436	\$ 2,563	1.9 %
Expense recoveries	26,582	26,378	204	0.8 %
Percentage rent	786	968	(182 )	(18.8 )%
Other property revenue	4,263	7,797	(3,534 )	(45.3 )%
Other revenue	218	31	187	603.2 %
Total revenue	\$169,848	\$170,610	\$ (762 )	(0.4 )%

Base rent includes \$(0.6) million and \$0.4 million for the 2018 Period and the 2017 Period, respectively, to recognize base rent on a straight-line basis. In addition, base rent includes \$1.2 million and \$1.3 million for the 2018 Period and the 2017

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Period, respectively, to recognize income from the amortization of in-place leases acquired in connection with purchased real estate investment properties.

Total revenue decreased 0.4% in the 2018 Period compared to the 2017 Period.

Base Rent. The \$2.6 million increase in base rent in the 2018 Period compared to 2017 Period is primarily attributable to (a) an \$0.83 per square foot increase in commercial base rent (\$5.4 million) and (b) higher residential base rent (\$0.8 million) partially offset by (c) a 235,435 square foot decrease in commercial leased space (\$3.4 million).

Expense Recoveries. Expense recoveries increased 0.8% in the 2018 Period primarily due to an increase in property operating expenses.

Percentage Rent. Percentage rent decreased 18.8% primarily due to the timing of receipt of sales reports from various tenants.

Other Property Revenue. Other property revenue decreased \$3.5 million in the 2018 Period compared to the 2017 Period due to lower termination fees.

Other Revenue. Other revenue increased \$0.2 million primarily due to higher interest income.

#### Operating Expenses

	Nine Months		2017 to 2018 Change		
	Ended	September 30,	Amount	Percent	
(Dollars in thousands)	2018	2017			
Property operating expenses	\$20,766	\$20,543	\$ 223	1.1	%
Provision for credit losses	530	602	(72 )	(12.0)	%
Real estate taxes	20,559	20,124	435	2.2	%
Interest expense and amortization of deferred debt costs	33,786	35,585	(1,799 )	(5.1)	%
Depreciation and amortization of deferred leasing costs	33,956	34,396	(440 )	(1.3)	%
General and administrative	13,208	13,178	30	0.2	%
Total operating expenses	\$122,805	\$124,428	\$(1,623 )	(1.3)	%

Total operating expenses decreased 1.3% in the 2018 Period compared to the 2017 Period.

Property Operating Expenses. Property operating expenses increased 1.1% in the 2018 Period primarily due to higher repairs and maintenance expenses throughout the portfolio.

Provision for Credit Losses. The provision for credit losses for the 2018 Period represents 0.31% of the Company's revenue, a decrease from 0.35% for the 2017 Period.

Real Estate Taxes. Real estate taxes increased 2.2% in the 2018 Period primarily due to small increases throughout the portfolio.

Interest and Amortization of Deferred Debt Costs. Interest and amortization of deferred debt costs decreased 5.1% to \$33.8 million in the 2018 Period primarily due to increased capitalized interest (\$1.8 million).

Depreciation and Amortization of Deferred Leasing Costs. The decrease in depreciation and amortization to \$34.0 million in the 2018 Period from \$34.4 million in the 2017 Period was primarily due to (a) the impact of fully depreciated assets (\$1.4 million) partially offset by (b) the impact of assets placed in service (\$1.1 million).

Same property revenue and same property operating income

Same property revenue and same property operating income are non-GAAP financial measures of performance and improve the comparability of these measures by excluding the results of properties which were not in operation for the entirety of the comparable reporting periods.

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We define same property revenue as total property revenue minus the revenue of properties not in operation for the entirety of the comparable reporting periods, and we define same property operating income as property operating income plus or minus the operating income of properties which were not in operation for the entirety of the comparable periods.

Other REITs may use different methodologies for calculating same property revenue and same property operating income. Accordingly, our same property revenue and same property operating income may not be comparable to those of other REITs.

Same property revenue and same property operating income are used by management to evaluate and compare the operating performance of our properties, and to determine trends in earnings, because these measures are not affected by the cost of our funding, the impact of depreciation and amortization expenses, gains or losses from the acquisition and sale of operating real estate assets, general and administrative expenses or other gains and losses that relate to ownership of our properties. We believe the exclusion of these items from property revenue and property operating income is useful because the resulting measures capture the actual revenue generated and actual expenses incurred by operating our properties.

Same property revenue and same property operating income are measures of the operating performance of our properties but do not measure our performance as a whole. Such measures are therefore not substitutes for total revenue, net income or operating income as computed in accordance with GAAP.

The tables below provide reconciliations of total property revenue and property operating income under GAAP to same property revenue and operating income for the indicated periods. The same property results for the three months ended September 30, 2018 and 2017 include 49 Shopping Centers and six Mixed-Used properties and for nine months ended September 30, 2018 and 2017 include 48 Shopping Centers and six Mixed-Use properties.

## Same property revenue

(in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Total property revenue	\$57,011	\$56,228	\$169,630	\$170,579
Less: Acquisitions, dispositions and development properties	(82 )	(199 )	(3,712 )	(4,285 )
Total same property revenue	\$56,929	\$56,029	\$165,918	\$166,294
Shopping Centers	\$41,161	\$40,635	\$119,352	\$120,569
Mixed-Use properties	15,768	15,394	46,566	45,725
Total same property revenue	\$56,929	\$56,029	\$165,918	\$166,294
Total Shopping Center revenue	\$41,161	\$40,834	\$122,982	\$124,854
Less: Shopping Center acquisitions, dispositions and development properties	—	(199 )	(3,630 )	(4,285 )
Total same Shopping Center revenue	\$41,161	\$40,635	\$119,352	\$120,569
Total Mixed-Use property revenue	\$15,850	\$15,394	\$46,648	\$45,725
Less: Mixed-Use acquisitions, dispositions and development properties	(82 )	—	(82 )	—
Total same Mixed-Use revenue	\$15,768	\$15,394	\$46,566	\$45,725

The \$0.9 million increase in same property revenue for the 2018 Quarter compared to the 2017 Quarter, was primarily due to increased base rent.

The \$0.4 million decrease in same property revenue for the 2018 Period, compared to the 2017 Period, was primarily due to (a) the net impact of terminating leases for the spaces previously occupied by Safeway at Broadlands and Kmart at Kentlands (\$3.5 million) partially offset by (b) higher base rent (\$3.0 million).



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## Same property operating income

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Property operating income	\$43,063	\$41,924	\$127,775	\$129,310
Less: Acquisitions, dispositions and development properties	(51 )	(107 )	(3,088 )	(3,111 )
Total same property operating income	\$43,012	\$41,817	\$124,687	\$126,199
Shopping Centers	\$32,517	\$31,928	\$93,802	\$95,867
Mixed-Use properties	10,495	9,889	30,885	30,332
Total same property operating income	\$43,012	\$41,817	\$124,687	\$126,199
Shopping Center operating income	\$32,517	\$32,035	\$96,839	\$98,978
Less: Shopping Center acquisitions, dispositions and development properties	—	(107 )	(3,037 )	(3,111 )
Total same Shopping Center operating income	\$32,517	\$31,928	\$93,802	\$95,867
Mixed-Use property operating income	\$10,546	\$9,889	\$30,936	\$30,332
Less: Mixed-Use acquisitions, dispositions and development properties	(51 )	—	(51 )	—
Total same Mixed-Use property operating income	\$10,495	\$9,889	\$30,885	\$30,332

The \$1.2 million increase in same property operating income in the 2018 Quarter compared to the 2017 Quarter was primarily due to (a) an increase in base rent (\$0.9 million) and (b) lower property operating expenses net of recoveries (\$0.2 million).

The \$1.5 million decrease in same property operating income for the 2018 Period compared to the 2017 Period was primarily due to (a) the net impact of terminating leases for the spaces previously occupied by Safeway at Broadlands and Kmart at Kentlands (\$3.5 million), (b) higher real estate taxes (\$0.5 million) and (c) higher provision for credit losses (\$0.2 million) partially offset by (d) higher base rent (\$3.0 million).

## Liquidity and Capital Resources

Cash and cash equivalents totaled \$9.8 million and \$9.4 million at September 30, 2018 and 2017, respectively. The Company's cash flow is affected by its operating, investing and financing activities, as described below.

(In thousands)	Nine Months Ended September 30,	
	2018	2017
Net cash provided by operating activities	\$74,873	\$74,443
Net cash used in investing activities	(96,299 )	(99,486 )
Net cash provided by financing activities	20,289	26,106
Increase (decrease) in cash and cash equivalents	\$(1,137 )	\$1,063

## Operating Activities

Net cash provided by operating activities represents cash received primarily from rental revenue, plus other revenue, less property operating expenses, leasing costs, normal recurring general and administrative expenses and interest payments on debt outstanding.

## Investing Activities

Net cash used in investing activities includes property acquisitions, developments, redevelopments, tenant improvements and other property capital expenditures. The \$3.2 million decrease in cash used in investing activities is primarily due to lower acquisition expenditures (\$43.2 million) partially offset by higher development expenditures

(\$40.4 million).

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Financing Activities

Net cash used in financing activities for the nine months ended September 30, 2018 primarily reflects:

- preferred stock redemption payments totaling \$75.0 million;
- repayment of notes payable totaling \$36.6 million;
- revolving credit facility principal payments of \$86.0 million;
- distributions to common stockholders totaling \$34.6 million;
- distributions to holders of convertible limited partnership units in the Operating Partnership totaling \$11.9 million;
- distributions to preferred stockholders totaling \$9.4 million; and
- additions to deferred debt costs totaling \$2.5 million;

which was partially offset by:

- proceeds from the term loan facility totaling \$75.0 million;
- advances from the revolving credit facility totaling \$102.0 million;
- proceeds from the issuance of limited partnership units in the Operating Partnership pursuant to our Dividend Reinvestment and Stock Purchase Plan ("DRIP") totaling \$4.7 million;
- proceeds from the issuance of Series D Stock totaling \$72.4 million; and
- proceeds from the issuance of common stock pursuant to our DRIP, directors' Deferred Compensation Plan and the exercise of stock options totaling \$19.3 million.

Net cash provided by financing activities for the nine months ended September 30, 2017 primarily reflects:

- proceeds from notes payables totaling \$40.0 million;
- advances from the revolving credit facility totaling \$55.0 million;
- proceeds from the issuance of limited partnership units in the Operating Partnership pursuant to our DRIP totaling \$5.8 million;
- proceeds from the issuance of common stock pursuant to our DRIP, directors' Deferred Compensation Plan and the exercise of stock options totaling \$15.3 million; and

• advances from the Park Van Ness construction loan totaling \$1.4 million;

which was partially offset by:

- revolving credit facility principal payments of \$15.0 million;
- repayment of notes payable totaling \$20.3 million;
- distributions to common stockholders totaling \$33.4 million;
- distributions to holders of convertible limited partnership units in the Operating Partnership totaling \$11.4 million;
- and
- distributions to preferred stockholders totaling \$9.3 million.

Liquidity Requirements

Short-term liquidity requirements consist primarily of normal recurring operating expenses and capital expenditures, debt service requirements (including debt service relating to additional and replacement debt), distributions to common and preferred stockholders, distributions to unit holders and amounts required for expansion and renovation of the Current Portfolio Properties and selective acquisition and development of additional properties. In order to qualify as a REIT for federal income tax purposes, the Company must distribute to its stockholders at least 90% of its "real estate investment trust taxable income," as defined in the Code. The Company expects to meet these short-term liquidity requirements (other than amounts required for additional property acquisitions and developments) through cash provided from operations, available cash and its existing line of credit.

Long-term liquidity requirements consist primarily of obligations under our long-term debt and dividends paid to our preferred shareholders. We anticipate that long-term liquidity requirements will also include amounts required for property acquisitions and developments. The Company is developing a primarily residential project with street-level retail at 750 N. Glebe Road in Arlington, Virginia. The total cost of the project, including acquisition of land, is expected to be approximately \$275.0 million. The Company had incurred costs totaling \$136.8 million as of September 30, 2018. The remaining cost will be funded by a \$157.0 million construction-to-permanent loan, which closed in 2017. The Company may also redevelop certain of the Current Portfolio Properties and may develop additional freestanding outparcels or expansions within certain of the Shopping Centers.





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Acquisition and development of properties are undertaken only after careful analysis and review, and management's determination that such properties are expected to provide long-term earnings and cash flow growth. During the coming year, developments, expansions or acquisitions (if any) are expected to be funded with available cash, bank borrowings from the Company's credit line, construction and permanent financing, proceeds from the operation of the Company's dividend reinvestment plan or other external debt or equity capital resources available to the Company. Any future borrowings may be at the Saul Centers, Operating Partnership or Subsidiary Partnership level, and securities offerings may include (subject to certain limitations) the issuance of additional limited partnership interests in the Operating Partnership which can be converted into shares of Saul Centers common stock. The availability and terms of any such financing will depend upon market and other conditions.

As of September 30, 2018, the scheduled maturities of debt, including scheduled principal amortization, for years ending December 31, were as follows:

(In thousands)	Balloon Payments	Scheduled Principal Amortization	Total
October 1 through December 31, 2018	\$—	\$ 7,688	\$7,688
2019	60,794	29,298	90,092
2020	61,163	26,772	87,935
2021	11,012	26,486	37,498
2022	113,502	(a) 26,990	140,492
2023	84,225	27,290	111,515
Thereafter	430,259	117,422	547,681
Principal amount	\$760,955	\$ 261,946	1,022,901
Unamortized deferred debt expense			9,989
Net			\$1,012,912

(a) Includes \$77.0 million outstanding under the revolving credit facility.

Management believes that the Company's capital resources, which at September 30, 2018 included cash balances of approximately \$9.8 million and borrowing availability of approximately \$161.1 million on its unsecured revolving credit facility, will be sufficient to meet its liquidity needs for the foreseeable future.

**Dividend Reinvestments**

The Company has a DRIP that allows its common stockholders and holders of limited partnership interests an opportunity to buy additional shares of common stock by reinvesting all or a portion of their dividends or distributions. The DRIP provides for investing in newly issued shares of common stock at a 3% discount from market price without payment of any brokerage commissions, service charges or other expenses. All expenses of the DRIP are paid by the Company. The Company issued 303,252 and 177,335 shares under the DRIP at a weighted average discounted price of \$50.78 and \$59.14 per share, during the nine months ended September 30, 2018 and 2017, respectively. The Company issued 93,566 and 95,755 limited partnership units under the DRIP at a weighted average price of \$50.61 and \$60.55 per unit during the nine months ended September 30, 2018 and 2017, respectively. The Company also credited 5,298 and 5,685 shares to directors pursuant to the reinvestment of dividends specified by the Directors' Deferred Compensation Plan at a weighted average discounted price of \$50.49 and \$59.80 per share, during the nine months ended September 30, 2018 and 2017, respectively.

**Capital Strategy and Financing Activity**

As a general policy, the Company intends to maintain a ratio of its total debt to total asset value of 50% or less and to actively manage the Company's leverage and debt expense on an ongoing basis in order to maintain prudent coverage of fixed charges. Asset value is the aggregate fair market value of the Current Portfolio Properties and any subsequently acquired properties as reasonably determined by management by reference to the properties' aggregate cash flow. Given the Company's current debt level, it is management's belief that the ratio of the Company's debt to total asset value was below 50% as of September 30, 2018.

The organizational documents of the Company do not limit the absolute amount or percentage of indebtedness that it may incur. The Board of Directors may, from time to time, reevaluate the Company's debt/capitalization strategy in light of current economic conditions, relative costs of capital, market values of the Company's property portfolio, opportunities for acquisition, development or expansion, and such other factors as the Board of Directors then deems relevant. The Board of Directors may

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modify the Company's debt/capitalization policy based on such a reevaluation without shareholder approval and consequently, may increase or decrease the Company's debt to total asset ratio above or below 50% or may waive the policy for certain periods of time. The Company selectively continues to refinance or renegotiate the terms of its outstanding debt in order to achieve longer maturities, and obtain generally more favorable loan terms, whenever management determines the financing environment is favorable.

On January 26, 2018, the Company replaced its credit facility. The new credit facility, which can be used for working capital, property acquisitions, development projects or letters of credit, totals \$400.0 million, of which \$325.0 million is a revolving credit facility and \$75.0 million is a term loan. The revolving credit facility matures on January 26, 2022, and may be extended by the Company for one additional year, subject to satisfaction of certain conditions. The term loan matures on January 26, 2023, and may not be extended. In general, loan availability under the new credit facility is primarily determined by operating income from the Company's existing unencumbered properties. Interest accrues at a rate of LIBOR plus a spread of 135 basis points to 195 basis points under the revolving credit facility, and 130 basis points to 190 basis points under the term loan, each as determined by certain leverage tests. As of September 30, 2018, the applicable spread for borrowings is 135 basis points under the revolving credit facility and 130 basis points under the term loan. Saul Centers and certain consolidated subsidiaries of the Operating Partnership have guaranteed the payment obligations of the Operating Partnership under the new credit facility. Letters of credit may be issued under the revolving credit facility. On September 30, 2018, based on the value of the Company's unencumbered properties, approximately \$161.1 million was available under the revolving credit facility, \$77.0 million was outstanding and approximately \$185,000 was committed for letters of credit.

The facility requires the Company and its subsidiaries to maintain compliance with certain financial covenants. The material covenants require the Company, on a consolidated basis, to:

- limit the amount of debt as a percentage of gross asset value, as defined in the loan agreement, to less than 60% (leverage ratio);
- limit the amount of debt so that interest coverage will exceed 2.0x on a trailing four-quarter basis (interest expense coverage); and
- limit the amount of debt so that interest, scheduled principal amortization and preferred dividend coverage exceeds 1.4x on a trailing four-quarter basis (fixed charge coverage).

As of September 30, 2018, the Company was in compliance with all such covenants.

On January 18, 2017, the Company closed on a 15-year, non-recourse \$40.0 million mortgage loan secured by Burtonsville Town Square. The loan matures in 2032, bears interest at a fixed rate of 3.39%, requires monthly principal and interest payments of \$197,900 based on a 25-year amortization schedule and requires a final payment of \$20.3 million at maturity.

On August 14, 2017, the Company closed on a \$157.0 million construction-to-permanent loan the proceeds of which will be used to partially fund the Glebe Road development project. The loan matures in 2035, bears interest at a fixed rate of 4.67%, requires interest only payments, which will be funded by the loan, until conversion to permanent. The conversion is expected in the fourth quarter of 2021, and thereafter, monthly principal and interest payments of \$887,900 based on a 25-year amortization schedule will be required.

Effective September 1, 2017, the Company's construction-to-permanent loan, secured by and used to partially finance the construction of Park Van Ness, converted to permanent financing. The loan matures in 2032, bears interest at a fixed rate of 4.88%, requires monthly principal and interest payments of \$413,460 based on a 25-year amortization schedule and requires a final payment of \$39.6 million at maturity.

On November 20, 2017, the Company closed on a 15-year, non-recourse \$60.0 million mortgage loan secured by Washington Square. The loan matures in 2032, bears interest at a fixed rate of 3.75%, requires monthly principal and interest payments of \$308,500 based on a 25-year amortization schedule and requires a final payment of \$31.1 million. Proceeds were used to repay the remaining balance of approximately \$28.1 million on the existing mortgage and reduce the outstanding balance of the revolving credit facility.

On October 3, 2018, the Company closed on a 15-year, non-recourse, \$32.0 million mortgage loan secured by Broadlands. The loan matures in 2033, bears interest at a fixed rate of 4.41%, requires monthly principal and interest payments of \$176,200 based on a 25-year amortization schedule and requires a final payment of \$17.3 million at

maturity. Proceeds were used to (a) repay the remaining balance of approximately \$15.2 million on the existing mortgage, (b) repay in full \$13.4 million outstanding under two other mortgages and (c) reduce the outstanding balance of the revolving credit facility.

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Saul Centers is a guarantor of the credit facility, of which the Operating Partnership is the borrower. The Operating Partnership is the guarantor of (a) a portion of the Park Van Ness loan (approximately \$10.0 million of the \$70.1 million outstanding balance at September 30, 2018, which guarantee will be reduced to (i) \$6.7 million on October 1, 2019, (ii) \$3.3 million on October 1, 2020 and (iii) zero on October 1, 2021), and (b) a portion of the Kentlands Square II mortgage loan (approximately \$9.2 million of the \$35.6 million outstanding at September 30, 2018). All other notes payable are non-recourse.

Preferred Stock

On January 23, 2018, the Company sold, in an underwritten public offering, 3.0 million depositary shares, each representing 1/100th of a share of 6.125% Series D Stock, providing net cash proceeds of approximately \$72.6 million. The depositary shares may be redeemed at the Company's option, in whole or in part, on or after January 23, 2023, at the \$25.00 liquidation preference, plus accrued but unpaid dividends to but not including the redemption date. The depositary shares pay an annual dividend of \$1.53125 per share, equivalent to 6.125% of the \$25.00 liquidation preference. The Series D Stock has no stated maturity, is not subject to any sinking fund or mandatory redemption and is not convertible into any other securities of the Company except in connection with certain changes in control or delisting events. Investors in the depositary shares generally have no voting rights, but will have limited voting rights if the Company fails to pay dividends for six or more quarters (whether or not declared or consecutive) and in certain other events. On February 22, 2018, the proceeds from the offering, together with cash on hand, were used to redeem 3.0 million depositary shares, each representing 1/100th of a share of the Company's 6.875% Series C Stock. Costs associated with the redemption were charged against Net income available to common stockholders.

At September 30, 2018, the Company had outstanding 4.2 million depositary shares, each representing 1/100th of a share of 6.875% Series C Stock. The depositary shares are redeemable at the Company's option, in whole or in part, at the \$25.00 liquidation preference plus accrued but unpaid dividends. The depositary shares pay an annual dividend of \$1.71875 per share, equivalent to 6.875% of the \$25.00 liquidation preference. The Series C Stock has no stated maturity, is not subject to any sinking fund or mandatory redemption and is not convertible into any other securities of the Company except in connection with certain changes of control or delisting events. Investors in the depositary shares generally have no voting rights, but will have limited voting rights if the Company fails to pay dividends for six or more quarters (whether or not declared or consecutive) and in certain other events.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that are reasonably likely to have a current or future material effect on the Company's financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources.

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## Funds From Operations

Funds From Operations (FFO)<sup>1</sup> available to common stockholders and noncontrolling interests for the 2018 Period, totaled \$69.4 million, a decrease of 2.7% compared to the 2017 Period. FFO for the 2018 Period decreased primarily due to (a) the net impact of terminating leases for the spaces previously occupied by Safeway at Broadlands and Kmart at Kentlands (\$3.5 million) and (b) extinguishment of issuance costs upon redemption of preferred shares (\$2.3 million), partially offset by (c) higher base rent (\$2.6 million).

The following table presents a reconciliation from net income to FFO available to common stockholders and noncontrolling interests for the periods indicated:

	Three Months		Nine Months	
	Ended September 30,		Ended September 30,	
(In thousands, except per share amounts)	2018	2017	2018	2017
Net income	\$16,702	\$14,385	\$47,550	\$46,180
Subtract:				
Gain on sale of property	—	—	(509)	—
Add:				
Real estate depreciation and amortization	11,256	11,363	33,956	34,396
FFO	27,958	25,748	80,997	80,576
Subtract:				
Preferred stock dividends	(2,953)	(3,093)	(9,309)	(9,281)
Extinguishment of issuance costs upon redemption of preferred shares	—	—	(2,328)	—
FFO available to common stockholders and noncontrolling interests	\$25,005	\$22,655	\$69,360	\$71,295
Weighted average shares:				
Diluted weighted average common stock	22,501	22,028	22,336	21,949
Convertible limited partnership units	7,808	7,521	7,700	7,491
Average shares and units used to compute FFO per share	30,309	29,549	30,036	29,440
FFO per share available to common stockholders and noncontrolling interests	\$0.83	\$0.77	\$2.31	\$2.42

The National Association of Real Estate Investment Trusts (NAREIT) developed FFO as a relative non-GAAP financial measure of performance of an equity REIT in order to recognize that income-producing real estate historically has not depreciated on the basis determined under GAAP. FFO is defined by NAREIT as net income, computed in accordance with GAAP, plus real estate depreciation and amortization, and excluding impairment charges on real estate assets and gains or losses from property dispositions. FFO does not represent cash generated from operating activities in accordance with GAAP and is not necessarily indicative of cash available to fund cash needs, which is disclosed in the Company's Consolidated Statements of Cash Flows for the applicable periods. There are no material legal or functional restrictions on the use of FFO. FFO should not be considered as an alternative to net income, its most directly comparable GAAP measure, as an indicator of the Company's operating performance, or as an alternative to cash flows as a measure of liquidity. Management considers FFO a meaningful supplemental measure of operating performance because it primarily excludes the assumption that the value of the real estate assets diminishes predictably over time (i.e. depreciation), which is contrary to what the Company believes occurs with its assets, and because industry analysts have accepted it as a performance measure. FFO may not be comparable to similarly titled measures employed by other REITs.

## Acquisitions and Redevelopments

During the remainder of the year, the Company will continue its redevelopment activities at Glebe Road, may redevelop certain of the Current Portfolio Properties and may develop additional freestanding outparcels or expansions within certain of the Shopping Centers. Acquisition and development of properties are undertaken only after careful analysis and review, and management's determination that such properties are expected to provide long-term earnings and cash flow growth. During the balance of the year, any developments, expansions or acquisitions are expected to be funded with bank borrowings from the Company's credit line, construction financing, proceeds from the operation of the Company's dividend reinvestment plan or other external capital resources available

to the Company.

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The Company has been selectively involved in acquisition, development, redevelopment and renovation activities. It continues to evaluate the acquisition of land parcels for retail and mixed-use development and acquisitions of operating properties for opportunities to enhance operating income and cash flow growth. The Company also continues to analyze redevelopment, renovation and expansion opportunities within the portfolio. The following describes the acquisition, development, redevelopment and renovation activities of the Company in 2017 and the nine months ended September 30, 2018.

### 750 N. Glebe Road

From 2014 through 2016, in separate transactions, the Company purchased four adjacent properties on North Glebe Road in Arlington, Virginia, for an aggregate \$54.0 million. The Company is developing approximately 490 residential units and 60,000 square feet of retail space on 2.8 acres of land. Construction is complete on the three level below grade parking structure. Concrete work is proceeding up to and including the eleventh floor and pre-cast facade panels are being installed. The development is scheduled for substantial completion in early 2020. The total cost of the project, including acquisition of land, is expected to be approximately \$275.0 million, a portion of which will be financed with a \$157.0 million construction-to-permanent loan. Costs incurred through September 30, 2018 total approximately \$136.8 million, of which \$2.9 million has been financed by the loan. Leases have been executed for a 41,500 square foot Target and 9,000 square feet of retail shop space, resulting in approximately 84% of the planned retail space being leased.

### Ashbrook Marketplace

In May 2018, the Company acquired from the Trust, in exchange for 176,680 limited partnership units, approximately 13.7 acres of land located at the intersection of Ashburn Village Boulevard and Russell Branch Parkway in Ashburn, Virginia. The Company has received site plan approval for an approximately 88,000 square foot neighborhood shopping center. A 29,000 square foot anchor grocery store lease has been executed with Lidl and, including an executed gas station pad lease and shop space leases, overall pre-leasing totals approximately 44% of the planned space. In addition, lease negotiations are in progress for approximately 12,000 square feet of the planned pad building and small shop space. Site work is projected to commence in November 2018, subject to the receipt of final building permits, with the shopping center opening scheduled for early 2020. After construction of the shopping center and upon stabilization, the Company may be obligated to issue additional limited partnership units to the Trust.

### Burtonsville Town Square

In January 2017, the Company purchased for \$76.4 million, including acquisition costs, Burtonsville Town Square, a 121,000 square foot shopping center located in Burtonsville, Maryland. Burtonsville Town Square is 100% leased and anchored by Giant Food and CVS Pharmacy. The purchase was funded with a new \$40.0 million mortgage loan and through the revolving credit facility. The mortgage bears interest at 3.39%, requires monthly principal and interest payments of \$197,900 based upon a 25-year amortization schedule, and has a 15-year maturity. The Company has substantially completed construction of the shell of a 16,000 square foot small shop expansion and construction of interior improvements is underway. Delivery of tenant spaces is projected in late 2018, with tenant openings scheduled for the first quarter of 2019. The total development cost is expected to be approximately \$5.7 million. Leases have been executed for approximately 55% of the space and the Company has prospects for the remaining portion. In addition, a lease has been executed with Taco Bell who will construct a free-standing building on a pad site within the property.

### Olney Shopping Center

In March 2017, the Company purchased for \$3.1 million, including acquisition costs, the land underlying Olney Shopping Center. The land was previously leased by the Company with an annual rent of approximately \$56,000. The purchase price was funded by the revolving credit facility.

### 7316 Wisconsin Avenue

In September 2018, the Company purchased for \$35.5 million, plus approximately \$0.7 million of acquisition costs, a 69,600 square foot office building and the underlying ground located at 7316 Wisconsin Avenue in Bethesda, Maryland. The property has mixed-use development potential of up to 325 apartment units and approximately 10,000 square feet of street level retail pursuant to the approved Bethesda Downtown Plan. The purchase price was funded through the Company's revolving credit facility.





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## Portfolio Leasing Status

The following chart sets forth certain information regarding Commercial leases at our properties.

	Total Properties		Total Square Footage		Percent Leased		
	Shopping Centers	Mixed-Use	Shopping Centers	Mixed-Use	Shopping Centers	Mixed-Use	
September 30, 2018	49	7	7,752,046	1,146,438	95.7%	90.6%	%
September 30, 2017	49	6	7,747,798	1,076,838	95.7%	93.4%	%

As of September 30, 2018, 95.0% of the Commercial portfolio was leased, compared to 95.5% at September 30, 2017. On a same property basis, 95.2% of the Commercial portfolio was leased, compared to 95.5% at September 30, 2017.

As of September 30, 2018, the Residential portfolio was 95.7% leased compared to 95.0% at September 30, 2017.

The following table shows selected data for leases executed in the indicated periods. The information is based on executed leases without adjustment for the timing of occupancy, tenant defaults, or landlord concessions. The base rent for an expiring lease is the annualized contractual base rent, on a cash basis, as of the expiration date of the lease. The base rent for a new or renewed lease is the annualized contractual base rent, on a cash basis, as of the expected rent commencement date. Because tenants that execute leases may not ultimately take possession of their space or pay all of their contractual rent, the changes presented in the table provide information only about trends in market rental rates. The actual changes in rental income received by the Company may be different.

## Average Base Rent per Square Foot

Three months ended September 30,	Square Feet	Number of Leases	New/Renewed Leases	Expiring Leases
2018	297,013	48	\$ 18.07	\$ 18.44
2017	320,490	70	23.64	22.19

Additional information about the 2018 leasing activity is set forth below. The below information includes leases for space which had not been previously leased during the period of the Company's ownership, either a result of acquisition or development.

	New Leases	Renewed Leases
Number of leases	17	31
Square feet	149,706	147,307
Per square foot average annualized:		
Base rent	\$13.61	\$22.61
Tenant improvements	(1.77 )	(0.14 )
Leasing costs	(0.41 )	(0.01 )
Rent concessions	(0.06 )	—
Effective rents	\$11.37	\$22.46

During the three months ended September 30, 2018, the Company entered into 190 new or renewed apartment leases. The average monthly rent per square foot decreased to \$3.49 from \$3.50. During the three months ended September 30, 2017, the Company entered into 141 new or renewed apartment leases. The average monthly rent per square foot for the 135 leases for units which were previously occupied decreased to \$3.57 from \$3.61.

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As of December 31, 2017, 972,950 square feet of Commercial space was subject to leases scheduled to expire in 2018. Of those leases, as of September 30, 2018, leases representing 174,895 square feet of Commercial space have not yet renewed and are scheduled to expire over the next three months. Below is information about existing and estimated market base rents per square foot for that space.

Expiring Leases:	Total
Square feet	174,895
Average base rent per square foot	\$ 23.33
Estimated market base rent per square foot	\$ 22.84

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company is exposed to certain financial market risks, the most predominant being fluctuations in interest rates. Interest rate fluctuations are monitored by management as an integral part of the Company's overall risk management program, which recognizes the unpredictability of financial markets and seeks to reduce the potentially adverse effect on the Company's results of operations.

The Company may, where appropriate, employ derivative instruments, such as interest rate swaps, to mitigate the risk of interest rate fluctuations. The Company does not enter into derivatives or other financial instruments for trading or speculative purposes. On June 29, 2010, the Company entered into an interest rate swap agreement with a \$45.6 million notional amount to manage the interest rate risk associated with \$45.6 million of variable-rate debt. The swap agreement was effective July 1, 2010, terminates on July 1, 2020 and effectively fixes the interest rate on the debt at 5.83%. The fair value of the swap at September 30, 2018 was approximately \$0.3 million and is reflected in accounts payable, accrued expenses and other liabilities in the consolidated balance sheet.

The Company is exposed to interest rate fluctuations which will affect the amount of interest expense of its variable rate debt and the fair value of its fixed rate debt. As of September 30, 2018, the Company had variable rate indebtedness totaling \$152.0 million. If the interest rates on the Company's variable rate debt instruments outstanding at September 30, 2018 had been one percentage point higher, our annual interest expense relating to these debt instruments would have increased by \$1.5 million based on those balances. As of September 30, 2018, the Company had fixed-rate indebtedness totaling \$870.9 million with a weighted average interest rate of 5.25%. If interest rates on the Company's fixed-rate debt instruments at September 30, 2018 had been one percentage point higher, the fair value of those debt instruments on that date would have been approximately \$43.4 million less than the carrying value.

### Item 4. Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in the Company's reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chairman and Chief Executive Officer, its Senior Vice President-Chief Financial Officer, Secretary and Treasurer, and its Senior Vice President-Chief Accounting Officer as appropriate, to allow timely decisions regarding required disclosure based closely on the definition of "disclosure controls and procedures" in Rule 13a-15(e) promulgated under the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

The Company carried out an evaluation under the supervision and with the participation of the Company's management, including its Chairman and Chief Executive Officer, its Senior Vice President-Chief Financial Officer, Secretary and Treasurer, and its Senior Vice President-Chief Accounting Officer of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of September 30, 2018. Based on the foregoing, the Company's Chairman and Chief Executive Officer, its Senior Vice President-Chief Financial Officer, Secretary and Treasurer and its Senior Vice President-Chief Accounting Officer concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level as of September 30, 2018.

During the quarter ended September 30, 2018, there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

None

Item 1A. Risk Factors

The Company has no material updates to the risk factors presented in Item 1A. Risk Factors in the 2017 Annual Report of the Company on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

B. Francis Saul II, the Company's Chairman of the Board and Chief Executive Officer, his spouse and entities affiliated with Mr. Saul II, through participation in the Company's Dividend Reinvestment and Stock Purchase Plan for the

July 31, 2018 dividend distribution acquired 153,456 shares of common stock at a price of \$51.68 per share and 13,107 limited partnership units at a price of \$52.60 per unit. The limited partnership units were sold under Section 4(a)(2) of the Securities Act of 1933.

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not Applicable

Item 5. Other Information

None

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Item 6. Exhibits

10. (a) The Fourteenth Amendment to the First Amended and Restated Agreement of Limited Partnership of the Saul Holdings Limited Partnership, filed as Exhibit 10.1 of the Current Report of the Company on Form 8-K dated January 23, 2018, is hereby incorporated by reference.

- Credit Agreement dated January 26, 2018, by and among: the Saul Holdings Limited Partnership, as Borrower; Wells Fargo Bank, National Association (“Wells Fargo”), as Administrative Agent; Capital One, National Association (“Capital One”), as Syndication Agent; TD Bank, N.A. (“TD Bank”) and U.S. Bank National Association (“U.S. Bank”), as Documentation Agents; and Wells Fargo, Capital One, TD Bank, U.S. Bank, Regions Bank and Associated Bank, National Association (“Associated Bank”), as Lenders (the “Agreement”) and filed as Exhibit 10.1 of the Current Report of the Company on Form 8 K dated January 26, 2018, is hereby incorporated by reference.
- (b)

- Guaranty dated January 26, 2018, by and between: Saul Centers, Inc.; Saul Subsidiary I Limited Partnership; Saul Subsidiary II Limited Partnership; Briggs Chaney Plaza, LLC; Kentlands Lot 1, LLC; 11503 Rockville Pike LLC; Rockville Pike Holdings LLC; 1500 Rockville Pike LLC; Smallwood Village Center LLC; Westview Village Center LLC; Avenel VI, Inc.; Metro Pike Center LLC; and Washington Square Center, LLC, as Guarantors; in favor of Wells Fargo Bank, National Association, as Administrative Agent for the lenders from time to time party to that certain Credit Agreement dated January 26, 2018 and filed as Exhibit 10.2 of the Current Report of the Company on Form 8-K dated January 26, 2018, is hereby incorporated by reference.
- (c)

31. Rule 13a-14(a)/15d-14(a) Certifications of Chief Executive Officer and Chief Financial Officer (filed herewith).

32. Section 1350 Certifications of Chief Executive Officer and Chief Financial Officer (filed herewith).

99. (a) Schedule of Portfolio Properties (filed herewith).

- The following financial statements from the Company’s Quarterly Report on Form 10-Q for the three months and nine months ended September 30, 2018, formatted in Extensible Business Reporting Language (“XBRL”):
101. (i) consolidated balance sheets, (ii) consolidated statements of operations, (iii) consolidated statements of changes in stockholders’ equity and comprehensive income, (iv) consolidated statements of cash flows, and (v) the notes to the consolidated financial statements.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SAUL CENTERS, INC.  
(Registrant)

Date: November 1, 2018 /s/ J. Page Lansdale  
J. Page Lansdale, President and Chief Operating Officer

Date: November 1, 2018 /s/ Scott V. Schneider  
Scott V. Schneider  
Senior Vice President, Chief Financial Officer  
(principal financial officer)

Date: November 1, 2018 /s/ Joel A. Friedman  
Joel A. Friedman  
Senior Vice President, Chief Accounting Officer  
(principal accounting officer)